

Company number: 11936590

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FOLEY AND BAUGH LTD



DATE: 29/09/2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 be passed as ordinary resolutions and resolutions 4 and 5 be passed as special resolutions ("**Resolutions**").

DEFINITIONS

2006 Act: Companies Act 2006.

Directors: the board of directors of the Company.

ORDINARY RESOLUTIONS

1. THAT there be authorised a situation in which any Director has or may have a direct or indirect interest that conflicts or may conflict with the interests of the Company to the extent that this arises as a result of any Director being a director and/or a Shareholder of the Company.

2. THAT, the Company resolves to allot new classes of B ordinary shares of £1.00 each and C ordinary shares of £1.00 each in the capital of the Company which are subject to the rights and obligations as set out in the Company's articles of association as amended pursuant to the special resolution set out at Resolution 5 below.

3. THAT, the Directors be generally and unconditionally authorised pursuant to section 551 of the 2006 Act, for the period commencing on and with effect from the date of passing of this Resolution and expiring on the fifth anniversary of such date, to exercise all powers of the Company to allot and to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of 1 B Ordinary share of £1.00 and 1 C Ordinary share of £1.00 each.

SPECIAL RESOLUTIONS

4. THAT, subject to the passing of resolution 3 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 3, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

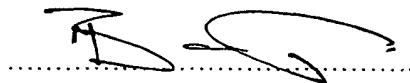
4.1 Be limited to the allotment of equity securities up to an aggregate nominal amount of 1 B Ordinary share of £1.00 each and 1 C Ordinary share of £1.00 each.

4.2 Expire when the authority conferred by Resolution 3 is revoked or expires save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

5. THAT the attached Memorandum and Articles of Association of the Company be adopted as the new Memorandum and Articles of the Company.

AGREEMENT

The undersigned, a person entitled to vote on the Resolutions on 29/09/2023, hereby irrevocably agrees to the Resolutions:

A handwritten signature in black ink, appearing to be 'A. Baugh', written over a horizontal dotted line.

Mr Alan Baugh