

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**A&E CERESA LIMITED**  
**(Registered Number SC053605)**

**WEDNESDAY**



By written Resolution passed by all the members of A&E Ceresa Limited (the "Company"), the following resolutions were passed effective from 1<sup>ST</sup> OCTOBER 2022 as if they had been passed at a general meeting of the Company duly convened and held, namely:-

**ORDINARY RESOLUTIONS**

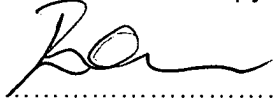
1. THAT fifty-five of the issued Ordinary Shares of £1 each registered in the name of Edoardo Giulio Ceresa be reclassified as fifty-five A Ordinary Shares of £1 each in the capital of the Company, all having the rights and obligations contained in the Articles of Association of the Company from time to time in force.
2. THAT forty-five of the issued Ordinary Shares of £1 each registered in the name of Moira Eleanor Ceresa be reclassified as forty-five A Ordinary Shares of £1 each in the capital of the Company, all having the rights and obligations specified in the Articles of Association of the Company from time to time.
3. THAT the one issued A Ordinary Share of £1 registered in the name of Emma Stephanie Ceresa be reclassified as one B Ordinary Share of £1 in the capital of the Company, all having the rights and obligations specified in the Articles of Association of the Company from time to time.
4. THAT, pursuant to Section 551 of the Companies Act 2006, the directors shall have a general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any of the shares in the Company on and subject to such terms as the directors may determine from the date of the passing of this Ordinary Resolution and the amount of shares of the Company which may be allotted pursuant to such authority shall be 99 B Ordinary Shares of £1 each, 100 C Ordinary Shares of £1 and 100 D Ordinary Shares of £1 each in the capital of the Company and unless previously renewed, revoked, varied or extended by the Company in General Meeting, this authority shall expire one month from the date of the passing of this Resolution.

**SPECIAL RESOLUTIONS**

5. THAT, pursuant to Section 570 of the Companies Act 2006, the directors are empowered pursuant to the articles of association of the Company to allot equity securities (within the meaning of section 560 of the Companies Act 2006) pursuant to the authority conferred by the Ordinary Resolution above, as if the provisions of the articles of association of the Company did not apply to any such allotment, provided that this power shall be limited to 99 B Ordinary Shares of £1 each, 100 C Ordinary Shares of £1 and 100 D Ordinary Shares of £1 each and shall expire one month from the date of these Resolutions, 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 Special Resolution has expired.
6. THAT, the regulations contained in the document for the purposes of identification signed as relative to this Resolution be and are hereby approved and adopted as the

new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Certified a true copy



Director (EMMA S. CERESA)

Date: 1<sup>ST</sup>. OCTOBER 2022