

Company No: SC271214

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION (FILING COPY)

of

JOHN R ADAM & SONS (HOLDINGS) LIMITED (the "Company")

On 1 December 2021, the following resolutions were duly passed as written resolutions of the Company having the effect as special resolutions (the "**Resolutions**"), in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") by the relevant majority of the eligible members of the Company who, at the date of circulation of the Resolutions were entitled to vote on the Resolutions.

"1. Adoption of new articles of association

THAT the existing articles of association of the Company be and are hereby deleted and the new articles of association in the form attached hereto be and are hereby substituted therefor.

2. Re-classification of ordinary shares

THAT, subject to the passing of resolution 1, the existing 460,625 ordinary shares of £1.00 each in the capital of the Company be and are hereby re-classified as follows:

- i. the 186,167 ordinary shares of £1 each in the capital of the Company held by John Robb Adam be reclassified as 186,167 A ordinary shares of £1 each, with said A ordinary shares having the rights and privileges set out in the new articles of association of the Company adopted pursuant to resolution 1;
- ii. the 79,725 ordinary shares of £1 each in the capital of the Company held by Jake Adam be reclassified as 79,725 B ordinary shares of £1 each, with said B ordinary shares having the rights and privileges set out in the new articles of association of the Company adopted pursuant to resolution 1;
- iii. the 45,225 ordinary shares of £1 each in the capital of the Company held by Sophie A Adam be reclassified as 45,225 C ordinary shares of £1 each, with said C ordinary shares having the rights and privileges set out in the new articles of association of the Company adopted pursuant to resolution 1;
- iv. the 45,225 ordinary shares of £1 each in the capital of the Company held by Lucy Elizabeth Lloyd be reclassified as 45,225 D ordinary shares of £1 each, with said D ordinary shares having the rights and privileges set out in the new articles of association of the Company adopted pursuant to resolution 1; and
- v. the 104,283 ordinary shares of £1 each in the capital of the Company held by John Robb Adam, Jake Scott Adam and Anderson Strathern Trustee Company Limited, having its registered office at 1 Rutland Court, Edinburgh, EH3 8EY as trustees of The John R Adam Family Trust constituted under and in terms of a Deed of Trust between John Robb Adam as settlor and trustee along with Jake Scott Adam and Anderson Strathern Trustee Company Limited as trustees dated 7 November 2012 be reclassified as 104,283 E ordinary



shares of £1 each, with said E ordinary shares having the rights and privileges set out in the new articles of association of the Company adopted pursuant to resolution 1."

DocuSigned by:

Jake Scott Adam

Signed:
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Director for and on behalf of **JOHN R ADAM & SONS (HOLDINGS) LIMITED**

Dated: 1 December 2021