

Company Number: **09130405**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**  
**OF**  
**METALLISATION HOLDINGS LIMITED**  
**("Company")**

**Circulated:** 13 December **2023 ("Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that the following resolutions be passed as Special Resolutions ("**Resolutions**"):

**RESOLUTION 1**

**"THAT**, the pre-emption rights contained in article 38 of the articles of association of the Company ("**Articles**") be hereby waived and dis-applied in respect of the following transfers of shares in the issued share capital of the Company:

| <b>Transferor</b>         | <b>Transferee</b> | <b>No. of Shares</b>                   |
|---------------------------|-------------------|--|
| Peter James Silcox        | Buyer             | 30,000 Ordinary shares of £1.00 each   |
| Stuart Milton             | Buyer             | 30,000 Ordinary shares of £1.00 each   |
| Stephen Alan Barker       | Buyer             | 5,208 A Ordinary shares of £1.00 each  |
| Robert Victor Crosby Hill | Buyer             | 5,208 A Ordinary shares of £1.00 each  |
| Terence Patrick Lester    | Buyer             | 20,833 A Ordinary shares of £1.00 each |
| Sarah Milton              | Buyer             | 20,000 Ordinary shares of £1.00 each   |
| James Newton              | Buyer             | 22,500 B Ordinary shares of £1.00 each |
| Sarah Silcox              | Buyer             | 20,000 Ordinary shares of £1.00 each   |
| Kate Newton               | Buyer             | 2,500 B Ordinary shares of £1.00 each  |

|                       |       |                                       |
|-----------------------|-------|---------------------------------------|
| Elizabeth Jane Hill   | Buyer | 5,208 A Ordinary shares of £1.00 each |
| Karen Margaret Barker | Buyer | 5,208 A Ordinary shares of £1.00 each |

as if article 38 of the Articles did not apply to any such transfers."

**RESOLUTION 2**

"**THAT**, in accordance with section 630 of the Act, the following shares in the issued share capital of the Company held as set out in column (1) below be reclassified into the share classes set out in column (2) below:

| Existing Shareholding (no. and class)<br><br>(2) | Proposed Shareholding (no. and class)<br><br>(3) |
|--|--|
| 41,665 A Ordinary shares of £1.00 each           | 41,665 Ordinary shares of £1.00 each             |
| 25,000 B Ordinary shares of £1.00 each           | 25,000 Ordinary shares of £1.00 each             |

The rights attaching to the shares are laid out in the Company's new articles of association which are to be adopted in Resolution 3 in the form of the draft annexed to this Resolution."

**RESOLUTION 3**












"**THAT**, the present memorandum of association and articles of association of the Company (including, for the avoidance of doubt, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Act) be replaced by the new articles of association in the form of the draft annexed hereto, to the exclusion of all other articles of association."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

| Name of Member | Signature | Date |
|----------------|-----------|------|
|----------------|-----------|------|

|   |   |                            |
|---|---|----------------------------|
| Peter James Silcox  |    | <u>13 December</u><br>2023 |
| Stuart Milton   |    | <u>13 December</u><br>2023 |
| James Newton  |    | <u>13 December</u><br>2023 |
| Stephen Alan Barker   |    | <u>13 December</u><br>2023 |
| Robert Victor Crosby Hill   |    | <u>13 December</u><br>2023 |
| Terence Patrick Lester  |  | <u>13 December</u><br>2023 |
| Peter James Silcox as attorney for Sarah Silcox under a power of attorney dated 8 December 2023               |  | <u>13 December</u><br>2023 |
| Stuart Milton as attorney for Sarah Milton under a power of attorney dated 8 December 2023                    |  | <u>13 December</u><br>2023 |
| James Newton as attorney for Kate Newton under a power of attorney dated 8 December 2023                      |  | <u>13 December</u><br>2023 |
| Karen Margaret Barker   |  | <u>13 December</u><br>2023 |
| Robert Victor Crosby Hill as attorney for Elizabeth Jane Hill under a power of attorney dated 8 December 2023 |  | <u>13 December</u><br>2023 |

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.