

Company number 00000871

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS
of
GRESHAM HOUSE PLC**

At an extraordinary general meeting of Gresham House plc ("the Company") held at the offices of the Company and by video conference at 5.35pm (London time) on 20 December 2023 the following resolutions were passed:

SPECIAL RESOLUTION

1. **THAT** the Company be re-registered as a private company limited by shares pursuant to sections 97 to 101 of the Companies Act 2006 (the "Act") with the name Gresham House Limited **AND THAT**, for that purpose, the new articles of association in the form produced to the meeting are approved and adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

ORDINARY RESOLUTION

2. **THAT**, subject to the resolution set out above being passed, in substitution for any existing authorities to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company (but without prejudice to the validity of any allotment or any agreement to allot shares entered into pursuant to such previous authorities), the directors of the Company be and are generally and unconditionally authorised in accordance with section 551 of the Act to exercise all powers of the Company to allot up to 600,000 ordinary shares of £0.25 each in the capital of the Company having the respective rights and subject to the respective restrictions set out in the articles of association of the Company (as adopted pursuant to the resolution above). Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling five years from the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

DocuSigned by:

Giles Marshall

0246F480G70E42F

Chair

