

Company number 00012697

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EASTWATER LIMITED (Company)

CIRCULATION DATE: 1st August 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**Resolution**).

SPECIAL RESOLUTIONS

1. THAT the terms of an agreement proposed to be made between the Company and Mr Paul Quellyn-Roberts for the purchase by the Company from Mr Paul Quellyn-Roberts of 30000 Preference Shares of £1.00 each in the capital of the Company (**Sale Shares**) for a total consideration of £30,000 as set out in the contract attached (**Purchase Contract**) be approved and the Company be authorised to enter into the Purchase Contract and the Purchase of Sale Shares shall be paid from distributable profits of the Company.
2. THAT Article 18 and any pre-emption provisions set out in the Articles of Association of the Company be disapplied and waived in relation to the transfer of the Sale Shares.
3. THAT Article 19 and any provisions set out in the Articles of Association of the Company limiting the value of, or consideration payable for, shares when the Company purchases its own shares, be disapplied and waived in relation to the transfer of the shares.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the circulation date stated above, hereby irrevocably agrees to the Resolution:

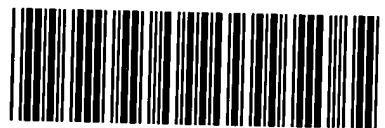
Signed by



Paul Quellyn-Roberts

Date:

01/08/23



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By Hand:** delivering the signed copy to Paul Quellyn-Roberts
 - **Post:** returning the signed copy by post to the board of directors at 24 Nicholas Street, Chester, United Kingdom, CH1 2AU.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to paulqr@btinternet.com Please type "Written Resolution dated 1 August 2023" in the email subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
4. In the case of joint holders of the 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.