

We certify this to be a true copy of the original.

Signed.....*Ramsdens*.....25/5/22

Company No. 00049371

Ramsdens Solicitors, Huddersfield HD3 3AL

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

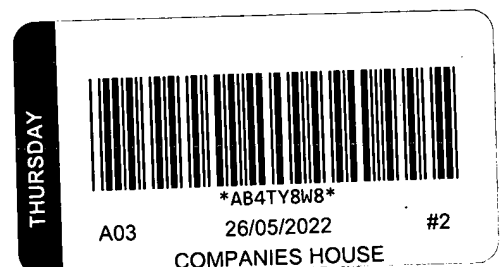
BRIERLEY BROTHERS LIMITED
(the Company)

CIRCULATION DATE : 23rd May 2022

It is proposed that the following resolutions are passed as special resolutions in accordance with the provisions of sections 283 and 288 of the Companies Act 2006 (the **Act**) that is to say:-

SPECIAL RESOLUTIONS

1. That in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £4 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date that this resolution is passed. This authority revokes and replaces all unexercised authorities previously granted to the directors.
2. That subject to the passing of resolution 3 below and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if Article 2.2 does not apply to such allotment.
3. That the Company's articles of association be modified by:-
 - (1) deleting Articles 2.1 to 2.4 and replacing them with the following new Article 2, that is to say:-



- “2.1 The share capital of the Company may comprise ordinary shares of £1 each (“Ordinary Shares”), A shares of £1 each (“A Shares”), B shares of £1 each (“B Shares”), C shares of £1 each (“C Shares”) and D shares of £1 each (“D Shares”).
- 2.2 The shares in the capital of the Company carry the respective rights to income, capital and voting set out below but rank *pari passu* and constitute one class of shares.
- 2.3 The profits of the Company available for distribution (subject to the provisions of the Companies Act 2006) shall be apportioned and paid between the holders of the various designations of share in the capital of the Company in such proportions as the directors shall determine and so that a dividend or dividends may be declared and paid to one or more designations of share to the exclusion of another designation of share or so that dividends may be declared and paid in different amounts on each designation of share.
- 2.4 On a return of capital on liquidation or otherwise the surplus assets of the Company available for distribution amongst the shareholders after the payment of its liabilities shall be distributed to the holders of the Ordinary Shares *pro rata* in accordance with the amounts paid up or credited as paid up on their shares to the exclusion of the holders of the A Shares, the B Shares, the C Shares and the D Shares.
- 2.5 Only the Ordinary Shares shall have a right to vote at general meetings of the Company to the exclusion of the A Shares, the B Shares, the C Shares or the D Shares. On a show of hands each holder of Ordinary Shares (being an individual) who is present in person or (being a corporation) is present by a representative not being himself a shareholder shall have one vote, and on a poll every holder of Ordinary Shares who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every share of which he or it is the holder.”
- (2) by deleting the words “A Shares” from line 4 of Article 4.2 and replacing them with the words “remaining shares in the capital of the Company”;
- (3) by deleting the words “A Shares” from line 5 of Article 4.2 and replacing them with the word “shares”;
- (4) by deleting the words “A Shares” from line 3 of Article 4.3 and replacing them with the word “shares”;
- (5) by deleting the words “A Shares” from line 1 of Article 4.5 and replacing them with the words “shares which are the subject of the Come Along Notice”;


- (6) by deleting the words "A Shares" from line 1 of Article 4.6 and replacing them with the words "shares which are the subject of the Come Along Notice"
- (7) by deleting the words "A Shares" from line 2 of Article 4.6 and replacing them with the word "shares";
- (8) by deleting the words "A Shares" from line 4 of Article 4.6 and replacing them with the word "shares which he has sold".

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

1. If you agree to the resolutions set out above please indicate your agreement by signing and dating this document where indicated below and returning it to the Company at its registered office.
2. If you do not agree to the resolutions set out above, you need not do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions set out above, you may not revoke your agreement. You may not agree to one resolution without agreeing to them all.
4. Unless sufficient agreement has been received to pass the resolutions set out above, as special resolutions before the expiration of a period of 28 days beginning with the circulation date specified above, the resolutions will lapse.
5. 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 Company's register of members.
6. 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 to the Company or to the Company's solicitors when signifying your agreement to the above resolutions.

Agreement

The undersigned, being the person entitled to vote on the resolutions set out above as at the date of their circulation, hereby irrevocably agrees to such resolutions.


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Duly authorised on behalf of
Brierley Brothers Holdings Limited

Date: 24th May 2022