

COMPANY NUMBER 00117233

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
CROSS & HERBERT (DEVON) LIMITED

Pursuant to section 288 of the Companies Act 2006, we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meeting of the Company hereby pass the following resolutions and agree that the said resolution shall for all purposes be as valid and effective as if passed as resolutions at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

(1) Removal of restriction on authorised share capital

THAT in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

(2) Authority to allot shares

THAT in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the directors be given the authority to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

SPECIAL RESOLUTIONS

(3) Re-designation and conversion of shares

THAT subject to the passing of resolution 1 and 2, in accordance with section 630 of the Companies Act 2006, the issued 2,170 preference 3.5% non-cumulative shares of £1.00 and 6,050 preference 5% cumulative shares of £1.00 both be re-designated as ordinary shares of £1.00 each to rank pari passu with the existing issued ordinary shares of £1.00 each and having the rights set out in the Articles set out in resolution 4 below.



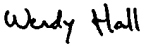
(4) Adoption of New Articles

THAT the articles of association attached and, for the purposes of identification, marked A, are adopted as the Company's new Articles of Association in substitution for and to the exclusion of (i) the Company's existing Articles of Association and (ii) all provisions of the Company's Memorandum of Association as at 30 September 2009 treated by section 28 of the Companies Act 2006 as included at the date of this resolution in the existing articles of association.

AGREEMENT


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

We, the undersigned, being the [sole] shareholder[s] holding the entire issued capital of the Company, entitled to vote on the resolutions, hereby irrevocably agree to the resolutions in accordance with section 630 of the Companies Act 2006 and sanction and consent to any variation or abrogation of the rights attaching to the any of the shares which are or may be effected by or involved in the passing or implementation of the resolutions:

DocuSigned by:

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For and on behalf of Cross & Herbert Limited

Date: 18-Mar-2021

DocuSigned by:

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For and on behalf of Cross & Herbert Limited

Date: 18-Mar-2021