

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

**MORRELLS HOLDINGS LIMITED**  
(the "Company")

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PASSED ON : 7<sup>th</sup> June 2022

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as Written Resolutions, in case of resolution numbered 1 as a Special Resolution and in the case of the resolution numbered 2 as an Ordinary Resolution:

SPECIAL RESOLUTION

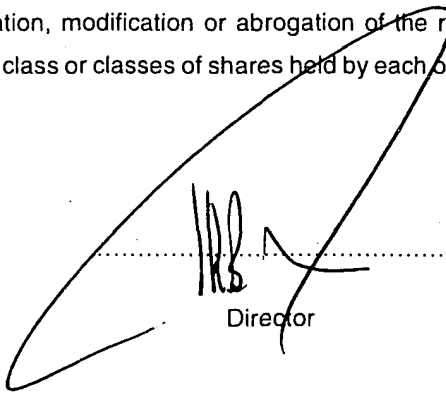
- 1 THAT the draft articles of association attached to this resolution be adopted as the articles of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

- 2 THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any securities into, shares in the Company up to an aggregate nominal amount of £1,410,000. This authority is in substitution for any existing authority to allot shares or grant rights and shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may before that expiry make offers or agreements which would or might require relevant securities to be allotted after that expiry.

CLASS CONSENT

- 3 In accordance with section 630 of the Companies Act 2006 and article 65 and article 66 of the articles of association of the Company we, being the holders of not less than 75 per cent in nominal value of each class of shares in the capital of the Company, being the A Ordinary shares of £0.25 each, B Ordinary shares of £0.25 each, C Ordinary shares of £0.25 each, D Ordinary shares of £0.25 each and E Ordinary Shares of £0.25 each, hereby irrevocably consent to and sanction the passing of the resolutions set out above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the class or classes of shares held by each of us which will or may be effected thereby.



Director