

COMPANY NUMBER: 00438926

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

FRED HARTLEY (ESTATES) LIMITED

(the "Company")

CIRCULATED ON 30/11/2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary resolutions and a special resolution as marked:

ORDINARY RESOLUTIONS

1. THAT £120,000 standing to the credit of the Company's profit and loss account be and is hereby capitalised and appropriated as capital to Daniel&Co. Limited in accordance with the terms of the Reconstruction Agreement dated 30/11/2023 between (1) the Company; (2) Daniel&Co. Limited; (3) Simon David Hartley and Oliver James Hartley; and (4) Daniel Robert Hartley and that the directors be and are hereby authorised to apply such sum in paying up in full 120,000 Ordinary shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to Daniel&Co. Limited.
2. THAT, the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Act**) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the **Rights**) up to an aggregate nominal amount of £120,000 provided that this authority shall, unless renewed varied or revoked by the Company, expire one year after the date of the passing of this resolution save that the Company may, before any such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution would otherwise have expired

This authority revokes and replaces all unexercised authorities previously granted to the directors but is without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

3. THAT, subject to the passing of resolutions 1 and 2 above, and in accordance with section 570 of the Act, the directors be generally and unconditionally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution number 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £120,000; and
- (b) expire one year after the date of the passing of resolution number 1 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution would otherwise have expired.

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

I, the undersigned, was at the time the resolutions were circulated entitled to vote on the resolutions and I irrevocably agree to the resolutions.

Signed by:

  
Daniel Robert Hartley

Dated: 30/11/2023