

Company number 00512155

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

J.A. Paterson & Co. Limited (**Company**)



Circulation Date: 16th December 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

For the purpose of these Resolutions, the following definitions apply:

New Articles means the draft articles of association attached to these Resolutions; and

Table A means the regulations contained in Part I of Table A in the First Schedule to The Companies Act 1948 which immediately prior to the passing of these Resolutions comprise part of the Company's articles of associations.

SPECIAL RESOLUTIONS

1. **THAT**, in accordance with section 618 of the Companies Act 2006 and clause 45(a) of Table A, the 3,000 Ordinary Shares of £1.00 each in the issued share capital of the Company be sub-divided into 300,000 Ordinary Shares of £0.01 each, such shares having the rights and being subject to the restrictions set out in the New Articles.
2. **THAT**, the New Articles be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions. By agreeing to these Resolutions each such person irrevocably consents, for the purposes of section 630 of the

NOTES

1. You can choose to agree to both of the Resolutions or neither of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office.

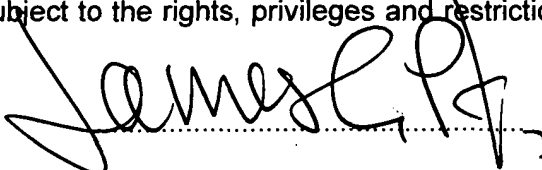
If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, before the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

Companies Act 2006 and for all other purposes, to the variation, modification or abrogation of the rights, privileges and restrictions applying to the Ordinary Shares so that the Ordinary Shares shall be subject to the rights, privileges and restrictions set out in the New Articles.

Signed by **James Gavin Paterson**



Date

16/12/2020

Signed by **Annabel Samantha Paterson**



Date

14/12/2020

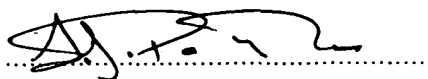
Signed by **Robert Collison Alston**



Date

16/12/2020

Signed by **Alistair John Paterson**



Date

16/12/2020

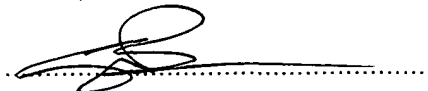
Signed by **Drew Paterson**



Date

16/12/2020

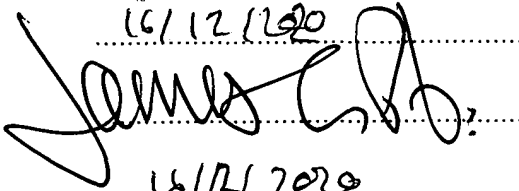
Signed by **Guy Robert Chancourt Paterson**



Date

16/12/2020

Signed by **James Gavin Paterson**



Date

16/12/2020