

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION**

- of -

**STANBOROUGH MOTORS LIMITED (the "Company")
Company Number: 00688049
PRIVATE COMPANY LIMITED BY SHARES**

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at Downs House 4 Nancy Downs Watford WD19 4NF on 7th February 2023, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

The wording of article 7 to be amended to read:

- 7 Clause 3 Part II of the Table "A" shall not apply to a person who is already a member of the Company

The wording of article 8 to be amended to read:

- 8.1 No Member shall sell, transfer, mortgage, charge, encumber or otherwise dispose of any Share or any interest therein except in accordance with the provisions of this article 8. Any transfer or attempted transfer in violation of this article 8 shall be null and void.
- 8.2 Any share may be transferred by a Member to any child or other issue of such Member and any share of a deceased Member may be transferred to any such relative as aforesaid of a deceased Member or the executors or administrators of such deceased Member. Any share standing in the name of the trustees of of the will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will or to a person to whom such Member or deceased Member would have been entitled to transfer the same.
- 8.3 A Member may transfer his Shares to any other person provided that:
- 8.3.1 the transfer is made in accordance with the provisions below:
- 8.3.2 the Member desiring to transfer shares otherwise than to a person who is already a member shall first give notice in writing of such intention ("the Members Notice") to the Directors of the Company giving particulars of the shares in question at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. The remaining members who shall have the irrevocable and exclusive option but not

THURSDAY



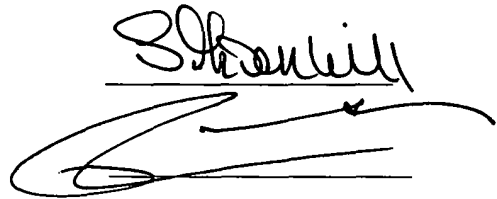
the obligation to purchase that proportion of the Shares proposed to be transferred which the number of shares held by him/her bears to the total issued share capital at the time the Member's Notice is issued for the consideration determined above per share. This option may be exercised by notice to the Member given at any time within ninety days following the Member's Notice accompanied by payment in full for the Shares to be taken up;

- 8.3.3 any Shares referred to in the Member's Notice with respect to which the remaining Members do not exercise their options may be transferred by the Member in the manner stated in the Member's Notice provided such sale is completed within Twenty-eight days after the expiry of the option period specified in Sub-clause 8.3.2 above; and
- 8.4 The Directors shall approve for registration any transfer of Shares which complies with the provisions of this Clause 8, and decline to approve for registration any other transfer of Shares.
- 8.5 The instrument of the transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

SIGNED:

Sally Thornhill (Company Secretary)

Rebecca Cautley (Director)

The image shows two handwritten signatures. The top signature is in cursive and appears to read 'Sally Thornhill'. The bottom signature is also in cursive and appears to read 'Rebecca Cautley'. Both signatures are written in black ink.