

Company No. 1477372

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

FRIDAY



A15 *AB7AQIN5* 01/07/2022 #77
COMPANIES HOUSE

DAVID PLUCK (NORTH WEST) LIMITED ("THE COMPANY")

Pursuant to section 288 of the Companies Act 2006 (2006 Act) we, the undersigned, being eligible members (as defined by section 289 CA 2006) of the Company for this purpose representing not less than 75% of the total voting rights of all such eligible members, signify our agreement to and pass the following written resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. **THAT** the Articles of Association of the Company be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's Articles of Association

2. **THAT** the Articles of Association attached to this Resolution and initialled by the Chairman of the board by way of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association

3. **THAT** the 180 Ordinary Shares in issue of £1 in the capital of the Company be and are hereby reclassified as 180 'A' Ordinary Shares of £1 each having the rights attached thereto as set out in the Articles of Association to be adopted in accordance with Resolution number 2 above.

4. **THAT** in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount £190 comprised of 180 A Ordinary Shares of £1 each and 10 B Ordinary Shares of £1 each such shares having the rights and being subject to the restrictions for shares of those classes set out in the Articles of Association of the Company to be adopted pursuant to Resolution 2 above provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. 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 2006 Act.

5. **THAT** in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to Resolution 3 above as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

5.1 Be limited to the allotment of equity securities up to the aggregate nominal amount of shares referred to in Resolution 3 above

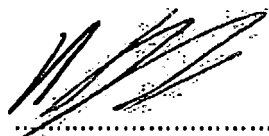
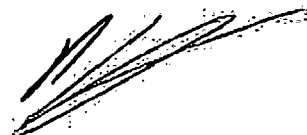
5.2 Expire on 31 March 2022 (unless renewed, varied or revoked by the Company prior to or on that date) save that the company may, before such expiry make an offer or agreement which would or

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 has expired.

Signed by David Pluck

on 28th MARCH 2022

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EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to eligible members on 2022 (the Circulation Date).

- 3 **"Eligible members"** are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
- (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document.
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
 - (c) please return the document to the Company marked "for the attention of the company secretary" or scan this document, attach it to an email and send it to the company secretary.
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 15 days beginning on the Circulation Date, otherwise it will lapse.
- 7 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolutions will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company.
- 8 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.