

Company No. 07579358

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS**

- of -
SCOTT DUFF & CO LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Written Special Resolution is passed as a written special resolutions ("Resolutions").

WRITTEN SPECIAL RESOLUTIONS

It was resolved that

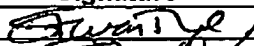
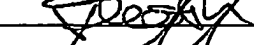

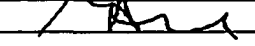

1. The 20 Ordinary C shares held by Steven James Marsh prior to the passing of this special resolution be reclassified into 20 Ordinary A shares.
2. The 20 Ordinary C shares held by Fiona Margaret Marsh prior to the passing of this special resolution be reclassified into 20 Ordinary B shares.
3. The 40 Ordinary A shares held by Fiona Margaret Marsh prior to the passing of this special resolution be reclassified into 40 Ordinary B shares.
4. The 20 Ordinary C shares held by Suzanne Elizabeth Connell prior to the passing of this special resolution be reclassified into 20 Ordinary E shares.
5. The 10 Ordinary C shares held by Cheryl Teresa Corson prior to the passing of this special resolution be reclassified into 10 Ordinary H shares
6. The 10 Ordinary C shares held by Gabriel Alex Keegan prior to the passing of this special resolution be reclassified into 10 Ordinary G shares

AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions:

Dated this 19 day of October 2021

Name	Signature
Steven James Marsh	
Fiona Margaret Marsh	
Suzanne Elizabeth Connell	
Cheryl Teresa Corson	
Gabriel Alex Keegan	

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version.

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

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

3. Unless, by 28 days after 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.