

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

LAWRENCE FRASER BROKERS LIMITED (the "Company")

Circulated on *2 March* 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act"), the directors of the Company, in accordance with section 288(3)(a) of the Act, propose that the following resolutions are passed by the eligible members of the Company as a special resolution and as an ordinary resolution as designated (the "Resolutions"):

ORDINARY RESOLUTION

1. CONFLICT OF INTEREST

THAT, pursuant to section 175 of the Act, the conflicts that have the potential to arise in relation to Paul David Lawrence being a director of the Company, proposed transfer of a share transfer to be registered and a party to an employment agreement with the Company, are hereby approved and the conflict provisions detailed at article 11 of the articles of association are satisfied;

AND THAT, pursuant to section 175 of the Act, the conflicts that have the potential to arise in relation to Andrew Robert Fraser being a director of the Company and a party to an

employment agreement with the Company, are hereby approved and the conflict provisions detailed at article 11 of the articles of association are satisfied;

SPECIAL RESOLUTION

2. ADOPTION OF NEW ARTICLES OF ASSOCIATION

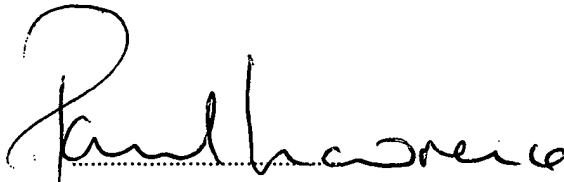
THAT, subject to the passing of resolution 1 above, the regulations set forth in the printed document attached to this written resolution and for the purposes of identification marked with an 'A', be approved and adopted as the Articles of Association of the Company pursuant to section 21 of the Act, in substitution for, and to the exclusion of, all existing articles of association of the Company.

AGREEMENT

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

The undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed


Paul David Lawrence

The registered holder of 50.21% of the entire issued and allotted share capital of the Company

Date of signature: 2/3/21

Signed


Catherine Lawrence

The registered holder of 49.79% of the entire issued and allotted share capital of the Company

Date of signature: 2/3/21

NOTES

- A. If you agree with the Resolutions, please indicate your agreement by signing above, dating your *signature* where indicated and returning it to the Company by hand or sent by pre-paid first class post to the Company's registered office address. 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.
- B. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- C. Unless, by 5.30pm on the date falling 28 days after the date of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement is submitted by that time.
- D. If you are signing the Resolutions on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.