

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF BARRY RICHARD BROWN LIMITED

(a company registered in England no. 08614732)

(the Company)

CIRCULATION DATE: 29 September 2023

DATE PASSED: 29 September 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 set out below be passed as special resolutions (**Resolutions**).

SPECIAL RESOLUTION

RE-DESIGNATION OF SHARES

1. **THAT**, the 2 ordinary A shares of £1.00 each in the capital of the Company, credited as fully paid, be and are hereby re-designated and converted into 2 ordinary shares of £1.00 each in the capital of the Company having the same rights and being subject to the same restrictions as the ordinary shares of £1.00 each in the capital of the Company, as set out in the New Articles adopted pursuant to resolution 2.

SPECIAL RESOLUTION

ADOPTION OF NEW ARTICLES OF ASSOCIATION

2. **THAT**, subject to passing of resolution 1 above, the articles of association attached hereto, be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.

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

AGREEMENT TO WRITTEN RESOLUTIONS:

We, the undersigned, being the requisite majority of members entitled to vote on the Resolutions on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolutions:

DocuSigned by:

Graham Cross

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Graham Cross on behalf of Helm Godfrey Consulting
Limited
(Director)

29 September 2023

Date



NOTES

1. Shareholders who wish to agree to such Resolutions should signify their agreement in one of the following ways:
 - Sign and return this document to Shakespeare Martineau LLP for the attention of Catherine Moss; or
 - By e-mail to Catherine.Moss@shma.co.uk attaching a scanned copy of the signed document.
2. 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.
3. If sufficient agreement is not received within 28 days of the circulation of the Resolutions then the Resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the Resolutions, please ensure your agreement reaches us before that date.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document 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.