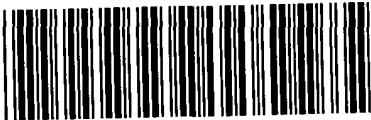


**Perpetual Motion Limited**  
**Company number: 08624747**

3rd Floor, Ivy Mill Crown Street, Failsworth, Manchester, M35 9BG

**WRITTEN SHAREHOLDERS' RESOLUTION**

TUESDAY



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A04

09/08/2022

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COMPANIES HOUSE

CIRCULATION DATE:

25.7.22

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as resolutions of the Company:

**1. RE-DESIGNATION OF SHARES**

THAT, the one issued ordinary share of £1.00 in the capital of the Company be re-designated as an A Ordinary share of £1.00.

**2. AMENDING ARTICLES OF ASSOCIATION**

THAT, the articles of association of the Company be amended by the insertion of new clause, namely:

That a new class of share be created and known as the B Ordinary shares of £1.00 each in the capital constituted a separate class of share and have to the following rights and restrictions attached:

- i. A right to receive a dividend and to be considered separately by the Directors of the Company in deciding whether a dividend should be paid.
- ii. No right to receive notice of and attend at general meetings of the Company or a right to vote;
- iii. No right to a return of capital on liquidation;
- iv. No right of redemption.

That a new class of shares be created and known the C Ordinary shares of £1.00 each in the capital constitute a separate class of share and have the following rights and restrictions attached:

- i. A right to receive a dividend and to be considered separately by the Directors of the Company in deciding whether a dividend should be paid.
- ii. No right to receive notice of and attend at general meetings of the Company or a right to vote;
- iii. No right to a return of capital on liquidation;
- iv. No right of redemption.

### **3. AUTHORITY TO ALLOT**

3.1 THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot:

- i. 3 A Ordinary shares in the capital of the Company up to an aggregate nominal amount of £3 and
- ii. 1 B Ordinary shares in the capital of the Company up to an aggregate nominal amount of £1
- iii. 1 C Ordinary shares in the capital of the Company up to an aggregate nominal amount of £1

Each having the rights and subject to the restrictions set out in the articles of association adopted pursuant to resolution 2. Unless renewed, varied or revoked by the Company, this authority shall expire on a date no longer than five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

3.2 This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.


### **4. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment.

### **AGREEMENT**

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

The undersigned, being the Company's sole member being entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Name	Signature	Date
Sean Matthew Daly		25.7.22