

Company number 09565696

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
STAGGERINGLY GOOD LIMITED
(Company)

The following resolutions were duly passed as to resolution 1 as an ordinary resolution and as to resolutions 2, 3 and 4 as special resolutions on 5th June 2023 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1 Authority to allot

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 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 of £0.948908 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 22 May 2028 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2 Disapplication of statutory pre-emption rights

THAT, subject to the passing of resolution 1 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 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of ££0.948908; and

2.2 expire on 22 May 2028 (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.

3 Disapplication of Pre-emption rights in the Articles

THAT, subject to the passing of resolution 1, the pre-emption rights in Article 29.2 shall not apply to the allotment of equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1.

"4 Amendment to Articles

THAT the Articles of Association of the Company be amended with immediate effect by:

(i) The addition of the following wording at the end of Article 48.1, immediately after the word "transfer":

"provided always that no Transfer Notice shall be required to be served where the shares are to be

bought back by the Company and are immediately cancelled on purchase”

(ii) the addition of the following provision to be inserted immediately after article 84 as a new article 85 as follows:

85. Purchase of own shares

Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) out of capital up to any amount in a financial year not exceeding the lower of:

(a) £15,000; and

(b) the nominal value of 5% of the Company's fully paid share capital at the beginning of each financial year of the Company.

A handwritten signature in black ink, appearing to be 'Josephus Ross', written in a cursive style.

Name...Josephus Ross..... Date 5th June 2023