

**'R'-ELP LTD.**

**Company number: 10900255**

Registered office address: Henstaff Court, Llantrisant Road, Groesfaen,  
CF72 8NG

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**WRITTEN CONSENT TO A VARIATION OF SHARE CLASS RIGHTS**

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In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of 'R'-ELP LTD. propose that the following resolution is passed as a special resolution.

'That the new articles of association attached to this resolution, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association, updated as they are, to include the rights and restrictions attaching to Ordinary A £1.00 shares as set out below:

"EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED TO PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY."

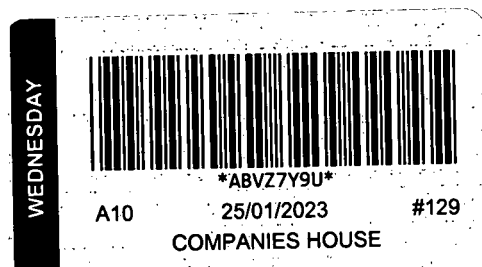
**CONSENT**

Pursuant to section 630 of the Companies Act 2006, we, being the eligible holders of not less than 75% of the nominal value of the issued Ordinary £1.00 shares in the capital of the Company, do hereby agree and consent to the resolution set out above and the new class rights and restrictions that it describes being passed.

Name	No. shares	Signature	Date
MS RHIAN ELIZABETH LOUISE GREENHAF	50 Ordinary £1.00	<i>Rhian Greenhaf</i>	31/03/2022
PH HOLDINGS LTD	50 Ordinary £1.00	<i>Phil Herbert</i>	31/03/2022

Notes:

1. To signify your agreement and consent to the resolution being passed, please sign and date this document where indicated above and return it to the Company. If you do not agree to the resolution you do not need to do anything. You cannot be deemed to consent to the resolution being passed if you have not replied.
2. Once given you cannot revoke your consent.



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**WRITTEN SHAREHOLDERS' RESOLUTION**

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**CIRCULATION DATE: 31 March 2022**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of 'R'-ELP LTD. ("the Company") propose that the following resolutions be duly approved:

**ORDINARY RESOLUTION**

That 50 Ordinary £1.00 shares, be and are hereby reclassified as 50 Ordinary A shares of £1.00 each in the capital of the Company.

That any two directors be authorised to issue new share certificates, signed by them on behalf of the Company, and cancel old share certificates as required to reflect the share reclassification.

**SPECIAL RESOLUTION**

That the new articles of association attached to this resolution, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association, updated as they are, to include the rights and restrictions attaching to Ordinary A £1.00 shares as set out below:

"EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE IS ENTITLED TO PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY."

That forms SH08 and SH10 together with copies of all relevant resolutions and the new articles of association be filed with Companies House within one month, and the register of members be updated to reflect the share reclassification.

**AGREEMENT**

We, being eligible members of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on these resolutions, agree that both resolutions be so passed.

Name	No. shares	Signature	Date
MS RHIAN ELIZABETH LOUISE GREENHAF	50 Ordinary	<i>Rhian Greenhaf</i>	31/03/2022

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## Notes:

1. To signify your agreement to the resolution please sign and date this document where indicated above and return it to the Company. If you do not agree to the resolution you do not need to do anything. You cannot be deemed to agree with the resolution if you have not replied.
2. Once given, you cannot revoke your agreement.