

Company Number: 11817360

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE RADCLIFFE ARMS LIMITED (the Company)

On 23 March 2023 the resolution numbered 1 below was passed as an ordinary resolution and the resolutions numbered 2, 3, 4, 5, 6 and 7 were passed as special resolutions by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006, (the **Resolutions**).

1. Ordinary Resolution

THAT, subject to the passing of Resolution 2 in accordance with section 551 of the Act the directors of the Company be generally and unconditionally authorised to allot 6 (six) D Shares of £1.00 (one pound) each in the capital of the Company up to an aggregate nominal amount of £6 (six pounds), with the rights attaching to them as set out in the articles of association of the Company to be adopted under Resolution 7, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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

2. Special Resolution

THAT, subject to the passing of Resolution 1 and pursuant to and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authorisation conferred by Resolution 1 as if the pre-emption rights in section 561 of the Act did not apply to any such allotment.

3. Special Resolution

THAT, subject to the passing of Resolutions 1 and 2, in accordance with article 7.2 of the articles of association of the Company, the Company be authorised to issue 6 (six) D Shares to Susannah Sharpley with such rights or restrictions as set out in the articles of association of the Company to be adopted under Resolution 7.

4. Special Resolution

THAT 50 (fifty) ordinary shares of £1.00 (one pound) each in the issued share capital of the Company registered in the name of David Hage be and are hereby reclassified (in accordance with section 636 of the Act) into 50 (fifty) A Shares of £1.00 (one pound) each having the rights attaching to them as set out in the articles of association of the Company to be adopted under Resolution 7.

5. Special Resolution

THAT 40 (forty) ordinary shares of £1.00 (one pound) each in the issued share capital of the Company registered in the name of Mark Stephen Osborne be and are hereby reclassified (in accordance with section 636 of the Act) into 40 (forty) B Shares of £1.00 (one pound) each having the rights attaching to them as set out in the articles of association of the Company to be adopted under Resolution 7.

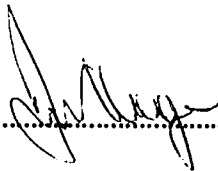
6. Special Resolution

THAT 10 (ten) ordinary shares of £1.00 (one pound) each in the issued share capital of the Company registered in the name of Mark Stephen Osborne be and are hereby reclassified (in accordance with section 636 of the Act) into 10 (ten) C Shares of £1.00 (one pound) each having the rights attaching to them as set out in the articles of association of the Company to be adopted under Resolution 7.

7. Special Resolution

THAT the draft regulations attached to these Resolutions and marked 'A' be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Signed by a director:


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Dated: 23 March.....2023