

CARRYDUFF AUTO PARTS LIMITED

Company No. NI059659

Minutes of a Meeting of the Director

Held at 248 Upper Newtownards Road Belfast

On 28 September 2022

Present: Robert Scott - Director
Geoff Falconer - Accountant

It was resolved that:



1. Re-Classification and Increase in Share Capital

For the purposes of section 636 of the Companies Act 2006:

100 Ordinary Shares of £1 each in the capital of the Company be and are hereby re-classified as 100 "A" Ordinary Shares of £1 each;

The share capital be increased by 100 "B" Ordinary Shares of £1 each

2. Class Rights Attaching to Shares

In accordance with section 630 of the Companies Act 2006, the proposed newly classified "A" and "B" shares shall have the rights attached to them as disclosed in the proposed new Articles of Association and proposed to be adopted by special resolution as set out below.

3. Documents Produced at the Meeting:

The following documents were produced at the meeting:

- (a) Draft of the new Articles of Association;
- (b) Draft written resolutions as follows:

ORDINARY RESOLUTION

1 **That** the following changes be made to the company's share capital

- (a) 50 issued Ordinary Shares in the name of Robert Ian Scott be and are re-designated as 50 "A" Ordinary Shares of £1 each;
- (b) 50 issued Ordinary Shares in the name of Catherine Scott be and are re-designated as 50 "A" Ordinary Shares of £1 each
- (c) That the company's share capital be increased by 100 "B" Ordinary Shares of £1 each.

SPECIAL RESOLUTION

- 2 **That** the existing Articles of Association of the company (including for the avoidance of doubt, all provisions of the company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the company's Articles of Association) be deleted in their entirety and replaced with the New Articles of Association attached to these resolutions.

4. Resolutions

It was resolved to instruct Geoff Falconer to send the resolutions to the eligible members of the Company as written resolutions in the form therein and for the purpose of identification initialled by the director and approved.

5. Adjournment

The meeting was adjourned so that the ordinary and special resolutions could be sent as written resolutions to the eligible members of the Company and the relevant resolutions passed.

The meeting was reconvened where the director reported that the ordinary and special resolutions had been passed as written resolutions.

6. Filing

The director instructed Geoff Falconer to file the following at Companies House within the the prescribed time limits:

- (i) Copies of the relevant resolutions;
- (ii) Copy of the new Articles of Association;
- (iii) Form SH08 (Notice of name or other designation of class of shares.)

7. Register of Members

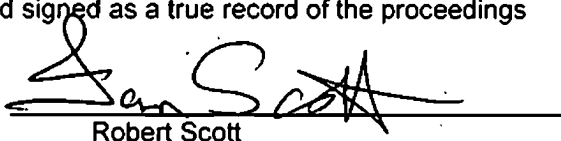
The director instructed Geoff Falconer to update the register of members to reflect the new classification of the shares and to issue new share certificates as may be required and cancel old share certificates as necessary to reflect the new share re-classification.

8. Close

There was no further business and therefore the director declared the meeting was closed.

Read and signed as a true record of the proceedings

Signed:


Robert Scott