

Company Number: R0000273

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF**

**H. & J. MARTIN LIMITED
(the "Company")**

**CIRCULATION DATE: 31 January 2024
(the "Circulation Date")**

MONDAY



JNI *JCW82703* #167
05/02/2024
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as ordinary, special and class resolutions (the "Resolutions"):

CLASS RESOLUTION

1. **THAT** the rights attaching to the preference shares of £1.00 in the capital of the Company be varied in order that they have the rights attaching to the B ordinary shares created pursuant to resolution 2 below, as more particularly set out in the Articles of Association referred to in Resolution 5 below)

ORDINARY RESOLUTIONS

2. **THAT** a new class of B ordinary shares be created in the Company (having the rights referred to in the Articles of Association referred to in Resolution 5 below).
3. **THAT** 6,000,000 preference shares of £1.00 each be reclassified into 6,000,000 B ordinary shares of £1.00 each in the capital of the Company.

SPECIAL RESOLUTIONS

4. **THAT** the issued share capital of the Company be reduced from £6,080,000 to £80,006 by cancelling and extinguishing capital to the extent of £0.999999 in each issued fully paid up B Ordinary share of £1.00 each in the Company and reducing the nominal value of each issued fully paid up B Ordinary share from £1.00 to £0.000001 and the amount by which the share capital is reduced be credited to a distributable reserve.
5. **THAT** the Articles of Association attached be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association

AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:


H&J MARTIN GROUP LIMITED

Date: 31/01/24

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to all of the Resolutions, you do not need to do anything - you will not be deemed to agree if you fail to reply
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
5. If you are signing this document or sending an e-mail on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document or sending the e-mail (as the case may be). Please also include the name of the person on whose behalf you are signing where indicated in the signature box
6. If you wish to signify your agreement by setting it out in the text of an e-mail, the e-mail should be signed off with your full name and, where relevant, indicate the name of the person on whose behalf you are signifying agreement.