

THE COMPANIES ACT 2006
NOTICE OF SPECIAL RESOLUTIONS
of
CARMONEY LIMITED
(SC467274)

WEDNESDAY



NOTICE is hereby given that the following Special Resolutions were passed by the members of **CARMONEY LIMITED** (the "**Company**") on 31 December 2023:


SPECIAL RESOLUTIONS

1. THAT special resolution 2 passed on 25 September 2023 is corrected by the deletion of "362,422" in the first line thereof and substitution therefor of "368,422", so that the approved resolution reads as follows :

"That 368,422 Ordinary Shares of £1 issued in the capital of the Company and as at the date of this Resolution held by Peter Vardy, be and are hereby reclassified from Ordinary Shares of £1 each into B Ordinary Shares of £1 and having the rights and privileges as ascribed to that class of shares as set out in the Company's Articles of Association adopted of even date."

2. THAT the issued share capital of the Company be reduced from £500,002 to £131,580 by cancelling and extinguishing the 368,422 B Ordinary shares of £1 each in the capital of the Company, all of which are fully paid up and the amount by which the share capital is so reduced be credited to the profit and loss account.
3. THAT, subject to the passing of resolution 2, the sum of £394,737 being part of the profit and loss account be and is hereby capitalised and appropriated as capital to the holder of the B Deferred Share of £1 in the capital of the Company as appearing in the register of members as at the date of this Resolution and that the directors be and are hereby authorised to apply such sum in paying up in full 394,737 new Ordinary Shares of £1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holder of the B Deferred Share of £1 at the rate of 394,737 such new shares for every 1 existing B Deferred Share of £1 held by the shareholder.
4. THAT, subject to the passing of resolutions 2 and 3, in accordance with section 551 of the Companies Act 2006 (**CA 2006**) the Directors (**Directors**) be generally and unconditionally authorised to allot 394,737 Ordinary Shares of £1 in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on fifth anniversary 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.
5. **Disapplication of Pre-Emption Rights**
 - a. THAT, subject to the passing of resolution 4 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 3, as if section 561(1) of the CA 2006 did not apply to any such allotment; and
 - b. THAT subject to the passing of special resolution 4, all rights of pre-emption contained in the Company's Articles of Association or otherwise be and are hereby waived and that the Directors be and are hereby authorised to exercise all powers of the Company to allot the

shares authorised in resolution 4 to the holder of the B Deferred Share of £1 in the capital of the Company as appearing in the register of members as at the date of this Resolution.

<div>DocuSigned by:  5BF8CE8D58E3474</div>	31 December 2023
Director For and on behalf of CarMoney Limited	Date