

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
B D I GROUP LTD

Circulation Date: 26 NOVEMBER 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of B D I Group Ltd ("the Company") proposes that the following resolution is passed as a special resolution ("the Resolution"):

Special Resolution


THAT:

- (A) the Articles of Association of the Company be amended by deleting all the 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; and
- (B) the Company adopt new Articles of Association (a copy of which is attached to this Resolution) 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 Resolution.

The undersigned, being the only person entitled to vote on the Resolution on the Circulation Date (stated above), irrevocably agrees to the Resolution.

Signed  x Date 26 NOVEMBER 2021
John Alexander Elder

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and return it to the Company or to the Company's solicitors, BBS Law Ltd, or to a director of the Company, in each case including by fax or email.
2. If you do not agree with the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us during this period.