

**COMPANY NUMBER 08052985**

**THE COMPANIES ACT 2006**

**A COMPANY LIMITED BY SHARES**

**AC PRO ELECTRICAL LTD (Company)**

**PASSED ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 2023**

The following Resolutions of the type and in the terms specified below were passed by the requisite majority of the eligible members of the Company who would have been entitled to vote on the Resolutions on the circulation date of the Resolutions as written resolutions pursuant to Sections 288-300 of the Companies Act 2006 on the *20<sup>th</sup>* day of *April* 2023.

#### **ORDINARY RESOLUTIONS**

- (1) **THAT**, notwithstanding the provisions of article 14 of the Company's articles of association, the Directors may be counted as participating, for quorum, voting or agreement purposes, in any decision of the Directors concerning the matters proposed at the board meeting at which this resolution is presented and shall therefore be entitled to vote on those decisions, whether at a director's meeting or otherwise, notwithstanding that they have an interest which may give rise to a conflict with the interests of the Company, in their capacity as Shareholders and Directors of the Company.
- (2) **THAT** in accordance with section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £250 provided that this authority shall unless renewed, varied or revoked by the Company expire on the date 5 years after the date of the passing 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. Such authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006.

#### **SPECIAL RESOLUTIONS**

- (3) **THAT** with effect from the time of the passing of this Resolution, the existing 1 Ordinary Share of £1.00 in the existing Authorised and Issued Share capital of the Company be

re-designated and re-named as 1 "A" Ordinary Share of £1.00. Such shares to rank pari passu with the other class of Shares in the Capital of the Company in issue on the date of passing of this Resolution, save as expressly provided in the Articles of Association of the Company from time to time.

- (4) **THAT** subject to the passing of Resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to Resolution 1 above as if the provisions of section 561(1) of that Act did not apply to any such allotment, provided that this power shall expire on 1 month of the passing of this Resolution and is limited to the allotment of 84 "A" ordinary shares of £1.00 each, 85 "B" ordinary shares of £1.00 each and 30 "C" ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £250.
- (5) **THAT** the draft Articles of Association produced to the Shareholders and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association and in particular those dated the 1st day of May 2012.



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**Richard Del Strother - Chairman**