

Company Number: 08487468

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE MEMBERS OF
IMRG LIMITED
(the "Company")
PASSED PURSUANT TO SECTION 282 and 283 OF THE COMPANIES ACT 2006**

20 October 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), we, the undersigned, being eligible members (as defined by section 289 of the Act) of the Company for this purpose representing (in the case of an ordinary resolution) at least simple majority of the total voting rights of all such eligible members and (in the case of a special resolution) not less than 75% of the total voting rights of all such eligible members, signify our agreement to and pass the following written resolutions as an ordinary resolution and a special resolution (together, the "**Resolutions**"):

SPECIAL RESOLUTION

1. **That** new articles of association in the form attached to these Resolutions be adopted in substitution for, and to the exclusion of, the existing articles of association of the Company (the "**New Articles**").

ORDINARY RESOLUTION

1. **That** the:

- a. 300 ordinary shares of £1.00 each in the capital of the Company (the "**Ordinary Shares**"), in the name of Graeme Howe being transferred to CloserStill Acquisitions Limited (CRN: 09465855) (the "**Buyer**"), be reclassified as 300 A ordinary shares of £1.00 each, having the rights as set out in the New Articles (the "**A Shares**"); and
- b. 300 Ordinary Shares in the name of Justin Opie being transferred to the Buyer, be reclassified as 300 A Shares.

2. **That** the:

- a. 200 Ordinary Shares held by Graeme Howe and not being transferred to the Buyer, be reclassified as 200 B ordinary shares of £1.00 each, having the rights as set out in the New Articles (the "**B Shares**"); and
- b. 200 Ordinary Shares held by Justin Opie and not being transferred to the Buyer, be reclassified as 200 B Shares.

AGREEMENT

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions as indicated above:

Signed by **JUSTIN OPIE**

Justin Opie

Date

20 October 2023



Signed by **GRAEME HOWE**

Date

20 October 2023