

TBG GROUP SOLUTIONS LIMITED

(the "Company")

Company No:
08923106

Passed:
11 August 2022

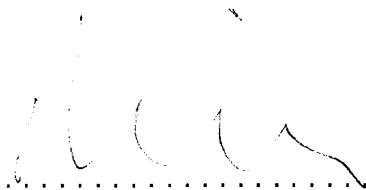
The Companies Acts 2006

At a general meeting of the above-named Company duly convened and held at 3a Midland Court, Barlborough Links, Barlborough, Chesterfield, Derbyshire, S43 4UL, England on 11 August 2022 on at 13:00 the following resolution was duly passed as special resolution.

Resolutions

1. That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority; namely by the creation of new share class Ordinary-B. Such £1.00 Ordinary-B class shares shall rank pari passu in all respects and have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

The Ordinary-B shares shall rank pari passu in all respects but shall constitute separate classes of shares. For the avoidance of doubt it is hereby declared that the Company may determine to distribute among the holders of one class of shares in the capital of the Company all or part of the profits of the Company available for distribution without distributing any part of the profits of the Company available for distribution to any other class of shares in the capital of the Company.


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Chairman

05/08/2022
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Date