

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

**of**

**CAPITAO-SMITH LIMITED**

**Company number 10170458**

**("the Company")**

Dated on the 1<sup>st</sup> day of October 2023 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company recommend that the resolution below is passed as a Written Special Resolution.

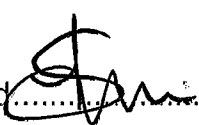
The undersigned being a member of the above-mentioned Company (which is a private company) entitled to attend and vote on the Written Special Resolution below, agrees to the passing of the Written Special Resolution, pursuant to section 288 of the Companies Act 2006.

**SPECIAL RESOLUTION:**

- (A). **THAT** 60 issued shares as held by MICHAEL SMITH be reclassified as "A" Ordinary Shares of £1 each and the 40 issued shares as held by TONI-JANE CAPITAO-SMITH be reclassified as "B" Ordinary Shares of £1 each. All other issued shares shall remain unchanged. The new Articles will allow for a share capital that is comprised of "A" Ordinary Shares of £1 each and "B" Ordinary Shares of £1 each.
- (B). **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.
- (C). **THAT** the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof.

Signed.....

MICHAEL SMITH

Signed.....

TONI-JANE CAPITAO-SMITH

## NOTES TO THE MEMBERS

1. If you agree to the Written Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company **by hand or by post** to the registered office of the Company at FERNWOOD HOUSE FERNWOOD ROAD, JESMOND, NEWCASTLE UPON TYNE, ENGLAND, NE2 1TJ.

2. If you do not agree to the Written Special 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 Written Special Resolution, you may not revoke your agreement.

4. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Written Special Resolutions to pass, it will lapse. If you agree to the Written Special Resolution, please indicate your agreement and notify us as soon as possible.

5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.