

Company number 11705155

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BPI ASSET ADVISORY LTD (Company)

Circulation Date: 22/06/2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company propose that:

- resolutions 1, 2, 3 and 4 below are passed as ordinary resolutions (together **Ordinary Resolutions**); and
- resolutions 5 and 6 below are passed as special resolutions (**Special Resolutions**),

(the Ordinary Resolutions and the Special Resolutions being referred to together as the **Resolutions**).

#### ORDINARY RESOLUTIONS

1. THAT the issued share capital of the Company be sub-divided from:

Shareholder	Number and class of shares held
David Boulton	1 ordinary share of £1.00 each
Andrew Cromack	1 ordinary share of £1.00 each

to:

Shareholder	Number and class of shares held
David Boulton	1000 ordinary shares of £0.001 each
Andrew Cromack	1000 ordinary shares of £0.001 each

2. THAT, subject to the passing of Resolution 1, the issued share capital of the Company be re-classified from:

Shareholder	Number and class of shares held
-------------	---------------------------------

David Boulton	1000 ordinary shares of £0.001 each
Andrew Cromack	1000 ordinary shares of £0.001 each

to:

Shareholder	Number and class of shares held
David Boulton	1000 A ordinary shares of £0.001 each
Andrew Cromack	1000 A ordinary shares of £0.001 each

3. THAT, subject to the passing of Resolutions 5 and 6 below, a new class of shares called the B ordinary shares be created in the share capital of the Company, such B ordinary shares to be of £0.001 each and having the rights and being subject to the restrictions as set out in the new Articles to be adopted by Resolution 6 below.
4. THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares of any class in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £5 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is the fifth anniversary of the date 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 or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

### **SPECIAL RESOLUTIONS**

5. THAT, subject to the passing of Resolutions 1, 2, 3 and 4 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment.
6. THAT the draft regulations attached to these Resolutions be adopted as the articles of association of the Company 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 Resolutions.

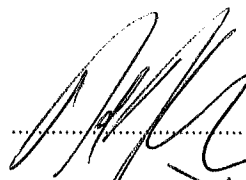
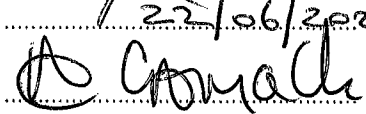
The undersigned, being the members entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by David Boulton

Date

Signed by Andrew Cromack

Date

  
.....  
22/06/2022  
  
.....  
22/06/2022

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to the Company at Ripley House, Normanton, Wakefield Ripley Drive, Normanton Industrial Estate, Normanton, WF6 1QT.
- Post: returning the signed copy by post to the Company at Ripley House, Normanton, Wakefield Ripley Drive, Normanton Industrial Estate, Normanton, WF6 1QT.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.