

Company number 11743865

ORDINARY AND SPECIAL RESOLUTIONS

OF

AHUPRIME LIMITED (**Company**)

Passed on 14/01/2023

The following resolutions were duly passed as an ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

1. Special resolution

1. THAT the articles of association of the Company be amended by deleting article 11 and replacing it with the following new article 11:

"11. Quorum for directors' meetings

11.1 Subject to article 11.2, the quorum for the transaction of business at a meeting of directors is any two eligible directors, unless the shareholders have resolved pursuant to 11.4 that there is to be only one director in office for the time being, that director shall form a quorum.

11.2 For the purposes of any meeting (or part of meeting) held pursuant to article 7 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

11.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the shareholders to appoint further directors.

11.4 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two."

2. Ordinary resolution

THAT pursuant to Article 11.4 the number of directors of the Company shall be one.

Signed.....

[REDACTED]

Company number 11743865

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AHUPRIME LIMITED (**Company**)

6th January 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 below is passed as a special resolutions (**Special Resolution**).
- resolution 2 below is passed as an ordinary resolution (**Ordinary Resolution Resolution**).

SPECIAL RESOLUTIONS

Resolution	For	Against
	✓	

<p>1. THAT the articles of association of the Company be amended by deleting article 11 and replacing it with the following new article 11:</p> <p>11. Quorum for directors' meetings</p> <p>11.1 Subject to article 11.2, the quorum for the transaction of business at a meeting of directors is any two eligible directors, unless the shareholders have resolved pursuant article 11.4 that there is to be only one director in office for the time being, that director shall form a quorum.</p> <p>11.2 For the purposes of any meeting (or part of meeting) held pursuant to article 7 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.</p> <p>11.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:</p> <ul style="list-style-type: none"> (a) to appoint further directors; or (b) to call a general meeting so as to enable the shareholders to appoint further directors. <p>11.4 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two .</p>		

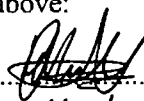
ORDINARY RESOLUTION

Resolution	For	Against
2. That pursuant to Article 11.4 the number of directors of the Company shall be one.	✓	

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, a person entitled to vote on the above resolutions on 6 June 2022, hereby irrevocably agrees to those resolutions as indicated above:

Signed by HARSHIL PATEL 
 Date 14/11/2023

NOTES

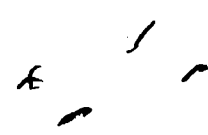
1. If you wish to vote in favour of a resolution please put an "X" in the "For" box next to that resolution. If you wish to vote against a resolution please put an "X" in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions, please sign and date this document and return it to the Company using one of the following delivery methods:

- **By hand.** Delivering the signed copy to Jamie Beese at Harding Evans LLP, 2 North Street, Newport NP20 1TE.
- **Post.** Returning the signed copy by post to Jamie Beese at Harding Evans LLP, 2 North Street, Newport NP20 1TE.
- **Email.** Attaching a scanned copy of the signed document to an email and sending it to jamie.beese@hevans.com. Please type "Written resolutions dated 6th January 2023" in the email subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3. Unless by 15th August 2022, sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.



4. 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.

5. 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.

AHUPRIME LIMITED (Company Number 11743865)

Minutes of a meeting of the board of directors of AHUPRIME LIMITED (Company) held at Exchange Building, 11 Percy Drive, Hanstead Park, Bricket Wood, Hertfordshire, England, AL2 3FU on at .

PRESENT:	NAME	POSITION
YES	Harshil Navinchandra Jinabhai Patel	Director

1. Chair

Harshil Navinchandra Jinabhai Patel was appointed chair of the meeting and chaired the meeting throughout.

2. Notice and quorum

The chair reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chair declared the meeting open.

3. Declaration of interests

3.1 The following directors declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows:

NAME	NATURE AND EXTENT OF INTEREST
Harshil Navinchandra Jinabhai Patel	Director and Shareholder of Ahuprime Limited

3.2 It was noted that a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

4. Business of the meeting

4.1 The chair reported that the business of the meeting was to consider, and if thought fit, approve:

- (a) a written resolution to be sent to the Company's shareholders to:-
 - (i) alter the Company's Articles of Association.
 - (ii) allow the Company to have less than two directors

5. Written resolution

5.1 There was produced to the meeting a written resolution to transact the business set out in 4 above.

5.2 After careful consideration of the Written Resolution, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED:

- (a) that the Written Resolution would promote the success of the Company for the benefit of its members as a whole;
- (b) to approve the Written Resolution in the form produced to the meeting; and
- (c) to send the Written Resolution to every eligible member of the Company.

5.3 The meeting was adjourned to enable the Written Resolution to be submitted to the members of the Company. After a short adjournment, the meeting reconvened and the chair reported that the Written Resolution had been passed.

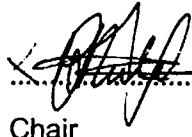
6. Filing and administration

The chair was authorised and requested to:

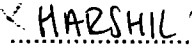
- (a) make all necessary and appropriate entries in the books and registers of the Company in relation to the transactions; and
- (b) arrange for the following forms and documents to be filed at Companies House:
 - (i) a print of the Written Resolution.

7. Close

There was no further business and the chair declared the meeting closed.

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Chair

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HARSHIL PATEL

(Date) 14/1/2023