

COMPANIES ACT 2006

COMPANY NUMBER: SC006775

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RAIMES, CLARK & COMPANY, LIMITED (the Company)

PASSED: 15 April 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the resolution set out below was passed by a written resolution of the members of the Company as a special resolution:-

**SPECIAL RESOLUTION**

*"THAT the Articles of Association of the Company be amended by the addition of new Articles 160 and 161 set out in Appendix A to this Written Resolution."*

**CERTIFIED A TRUE EXTRACT FROM THE MINUTES OF THE COMPANY**

Dianne Valentine

Secretary



## Appendix A

**"VIRTUAL AND HYBRID MEETINGS**General Meetings

160 *Notwithstanding any other provision of these Articles:-*

(a) *Without prejudice to paragraph(c) below , the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:*

- (i) *participate in the business for which the meeting has been convened;*
- (ii) *hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and*
- (iii) *be heard by all other persons so present in the same way,*

*and the meeting shall be deemed to take place at the place where the chairman of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a **satellite meeting**). The chairman shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chairman shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting. Unless otherwise determined by the chairman of the meeting a satellite meeting will not be recorded.*

(b) *If pursuant to paragraph(c) the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:*

- (i) *include a statement to that effect;*
- (ii) *specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements; and*
- (iii) *state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.*

*The notice shall also specify such arrangements (if any) as have at that time been made for the purpose of paragraph (a) above.*

(c) *Without prejudice to the terms of paragraph (a) above the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities*

are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:-

- (i) participate in the business for which the meeting has been convened;
- (ii) hear all persons who speak at the meeting; and
- (iii) be heard by all other persons attending and participating in the meeting,

and the meeting shall be deemed to take place at the place where the chairman of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these articles as a satellite meeting). The chairperson shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chairman shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting.

#### Directors Meetings

161 Notwithstanding any other provision of these Articles:-

- (a) Directors participate in a directors' meeting, or part of a Directors' meeting, when:
  - (i) the meeting has been called and takes place in accordance with the Articles, and
  - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting, and

in determining whether Directors are participating in a Directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (b) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is."