

CRN: 12275766

## WRITTEN RESOLUTION

of

**DYNAMIC HW GROUP LIMITED (Company)**Passed on 4 JANUARY 2023 ~~2022~~


The following resolution was duly passed as an ordinary resolution on the date of this notice by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

THAT, in accordance with article 14(3)(a) of the Company's articles of association ("**Articles**"), the directors be and hereby are generally empowered to be counted as participating in the decision-making process for quorum and voting purposes in connection with the directors' consideration and approval of the Company's:

- a) subdivision of its entire issued share capital from 1 ordinary share of £1.00 to 100 ordinary shares of £0.01 in the capital of the Company; and
- b) entry into a share option agreement between (1) the Company and (2) Stephen Graham Hall,

and any associated matters, despite there being an actual or proposed transaction or arrangement with the Company in which one or more of the Company's directors is interested, as if article 14(1) of the Articles did not apply to any such conflict of interest.

Signed   
Chairperson



CRN: 12275766

## WRITTEN RESOLUTION

of

**DYNAMIC HW GROUP LIMITED (Company)**Passed on *4 JANUARY 2023* ~~2022~~ *F&CMB*.

The following resolution was duly passed as a special resolution on the date of this notice by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**1. ADOPTION OF NEW ARTICLES**

THAT the articles of association in the form attached be adopted as the articles of association of the Company in substitution for, and to the exclusion of the existing articles of association.

**2. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant share options, rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £0.10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date of this special 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 551 of the 2006 Act.

**3. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, 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 2, as if section

**NOTES**

1. If you agree to the resolution, 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 Jaspreet Kler of FBC Manby Bowdler LLP, 6 - 10 George Street, St John's Square, Wolverhampton, WV2 4DN.

**Post:** returning the signed copy by post to Jaspreet Kler of FBC Manby Bowdler LLP, 6 - 10 George Street, St John's Square, Wolverhampton, WV2 4DN.

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, within 28 days from the date of the resolution, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, 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.

561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- a) Be limited to the allotment of further shares up to an aggregate nominal amount of £0.10; and
- b) Expire on the date 5 years from the date of this Special Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Signed.....

Chairperson