

PMXL FINANCIAL MODELLING LTD

1. RESOLUTIONS OF THE SOLE DIRECTOR OF PMXL FINANCIAL MODELLING LTD (COMPANY) HELD AT 26 CHALFONT CLOSE, APPLETON, WARRINGTON, CHESHIRE, WA4 5JT ON 14TH SEPTEMBER 2023.

STATEMENT BY THE SOLE DIRECTOR

- 1.1 The sole director noted that, pursuant to the Company's articles of association, a requisite quorum was not present, and no matters could be passed by the sole director unless such quorum is present.
- 1.2 It was therefore proposed to circulate a written resolution (**First Written Resolution**) to obtain certain shareholder approvals in connections with the proposed amendment and adoption of new articles of association (**New Articles**) for the Company to enable, amongst other things, the sole director to form a quorum and outline the particulars of the rights attached to the new class of shares.
- 1.3 After careful consideration of the First Written Resolution, including consideration of the matters referred to in section 172(1) of the Companies Act 2006 (**CA 2006**), IT WAS RESOLVED:
 - 1.3.1 that the First Written Resolution would promote the success of the Company for the benefit of its members as a whole;
 - 1.3.2 to approve the First Written Resolution in the form produced; and
 - 1.3.3 to send the First Written Resolution to every eligible member of the Company.
- 1.4 Proceedings were adjourned so that the First Written Resolution could be submitted to the members of the Company. Proceedings reconvened shortly thereafter whereupon the sole director reported that the First Written Resolution had been passed.
- 1.5 After careful consideration of the New Articles produced, including consideration of the matters referred to in section 172(1) CA 2006, IT WAS RESOLVED that the New Articles produced be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
- 1.6 By virtue of Company's New Articles, the sole director confirmed that a quorum was present and he was permitted to vote on all matters set out in these resolutions regardless of any interest he may have.

2. BUSINESS TO BE CONSIDERED

- 2.1 The sole director reported that he was to consider and, if thought fit, approve:
 - 2.1.1 the circulation of a further written resolution (**Second Written Resolution**) to obtain certain shareholder approvals in connection

with a proposed reorganisation of the share capital of the Company, namely to:

- 2.1.1.1 subdivide each of the existing 2 ordinary shares of £1 each into 4,000 ordinary shares of £0.0005 each (**Subdivision**);
 - 2.1.1.2 following the Subdivision,
 - (a) reclassify 2,000 ordinary shares of £0.0005 in the share capital of the Company as A Shares;
 - (b) reclassify 2,000 ordinary shares of £0.0005 in the share capital of the Company as B Shares;
 - 2.1.1.3 authorise the sole director to allot shares up to an aggregate nominal amount of £0.40;
 - 2.1.1.4 disapply the pre-emption rights under the company's articles of association in relation to the proposed allotment of shares;
 - 2.1.1.5 approved the proposed allotment and issue of shares to the persons referred to in paragraph 3.1.1 (**Proposed Allotment**); and
 - 2.1.1.6 approve certain share transfers.
- (together the **Reorganisation**).

3. DOCUMENTS PRODUCED

- 3.1 The following documents were produced for the consideration of the sole director:
 - 3.1.1 applications by the persons listed below for the allotment and issue to them of the number and class of shares in the capital of the Company set out against their respective names:

| Name of applicant | Number and class of shares of £0.01 each | Aggregate subscription monies (£) |
|-------------------|--|-----------------------------------|
| Pravin Majithia | C Shares | 1 |
| Pravin Majithia | E Shares | 1 |
| Pravin Majithia | G Shares | 1 |
| Pravin Majithia | I Shares | 3 |
| Mina Majithia | D Shares | 1 |
| Mina Majithia | F Shares | 1 |

| | | |
|---------------|----------|---|
| Mina Majithia | H Shares | 1 |
| Mina Majithia | I Shares | 3 |

3.1.1.1 the Second Written Resolution.

3.2 IT WAS REPORTED that the Company had received payment in full of the subscription monies payable by each applicant in respect of the shares set out against their respective names in paragraph 3.1.1 above.

4. APPROVAL AND CIRCULATION OF SECOND WRITTEN RESOLUTION

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

4.1.1 that the Second Written Resolution would promote the success of the Company for the benefit of its members as a whole;

4.1.2 to approve the Second Written Resolution in the form produced; and

4.1.3 to send the Second Written Resolution to every eligible member of the Company.

4.2 The Second Written Resolution was submitted to the members of the Company whereupon the sole director confirmed shortly thereafter that the Written Second Resolution had been passed.

5. ALLOTMENT, ISSUE AND TRANSFER OF SHARES

5.1 IT WAS NOTED that the sole director was:

5.1.1 duly authorised to exercise any power of the Company to allot shares in the Company up to an aggregate nominal amount of £12;

5.1.2 empowered by a special resolution to allot equity securities without pre-emption rights;

5.1.3 empowered by a special resolution to approve the transfer of shares in the Company as follows (**Proposed Transfers**):

| Name of transferor | Name of transferee | Number and class of shares of £0.01 each |
|--------------------|---|--|
| Pravin Majithia | Ria Majithia | 100 E Shares |
| Pravin Majithia | Ria Majithia | 100 I Shares |
| Pravin Majithia | Pravin Majithia, Mina Majithia and Ria Majithia as nominees for Gabriella Majithia-Ross | 100 G Shares |

| | | |
|---------------------------|--|---|
| Pravin Majithia | Pravin Majithia, Mina Majithia and Ria Majithia as nominees for Gabriella Majithia-Ross | 100 I Shares |
| Mina Majithia | Pravin Majithia, Mina Majithia and Ria Majithia as nominees for Leo Majithia-Ross | 100 H Shares |
| Mina Majithia | Pravin Majithia, Mina Majithia and Ria Majithia as nominees for Leo Majithia-Ross | 100 I Shares |
| Name of transferor | Name of transferee | Number and class of shares of £0.0005 each |
| Pravin Majithia | Pravin Majithia, Mina Majithia, Ria Majithia and Anika Majithia as Trustees of the Majithia PMxL Discretionary Trust | 908 B Shares |
| Mina Majithia | Pravin Majithia, Mina Majithia, Ria Majithia and Anika Majithia as Trustees of the Majithia PMxL Discretionary Trust | 908 B Shares |

5.2 After careful consideration IT WAS RESOLVED:

- 5.2.1 that the Proposed Allotment and Proposed Transfer would promote the success of the Company for the benefit of its members as a whole;
- 5.2.2 to accept the applications for the allotment of shares referred to in paragraph 3.1.1 and to allot and issue to the applicants, in accordance with the terms of their applications, the shares applied for by each of them respectively, credited as fully paid;
- 5.2.3 to instruct the sole director to:
 - 5.2.3.1 prepare share certificates in respect of the issued and transferred shares and to arrange for the share certificates to be executed by the Company in accordance with section 44 of the Companies Act 2006 and delivered to the applicants and transferees; and

5.2.3.2 enter each applicant's and transferee's name on the register of members of the Company as the holder of the shares so issued/transferred, and make all other necessary and appropriate entries in the books and registers of the Company;

5.2.4 to authorise the sole director of the Company to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with the Reorganisation and generally to sign all such certificates, notices and other documents as may be necessary or desirable, subject in each case to such amendments as those executing the same on behalf of the Company consider fit.

6. FILING

6.1 The sole director noted that he was to arrange for the following documents to be prepared and filed at Companies House:

6.1.1 A print of the First Written Resolution.

6.1.2 A print of the Second Written Resolution.

6.1.3 All necessary forms regarding the Reorganisation.

6.1.4 The New Articles.

7. CLOSE

There was no further business for the sole director to consider.



Sole director

14/09/2023

(Date)