

Company number: 00536404

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**R.A.Peatey & Sons Limited
(the Company)**

Circulation Date: 21 November 2023 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the members of the Company propose that the following resolution is passed as a ordinary and special resolutions (**Resolutions**).

ORDINARY RESOLUTION

1. **THAT** subject to the passing of resolution 2 below, in accordance with section 551 of the Act, the directors of the Company (Directors) be unconditionally authorised to allot 15 A shares of £1.00 each in the capital of the Company, 15 B Shares of £1.00 each in the capital of the Company and 15 C Shares of £1.00 each in the capital of the Company, all having the rights and subject to the restrictions set out in the articles of association adopted pursuant to this resolution. Unless renewed, varied or revoked by the Company, this authority shall expire on 31st December 2024.
2. The share capital of the company is hereby altered by the creation of the following new class of shares. New class of shares: A Shares, B Shares and C Shares which shall have the rights set out in the new Articles of Association referred to in resolution 4 below.

SPECIAL RESOLUTION

3. **THAT** in accordance with section 569 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Act) as if section 561 of the Act did not apply to the allotment set out in resolution 1 above provided that the authority granted by this resolution shall cease to have effect where:
 - a) this power is revoked; or
 - b) the Company ceases to be a private company limited by shares; or
 - c) the allotment is not made by 31st December 2024.
4. **THAT** with effect from the conclusion of the meeting the draft articles of association attached to this resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

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

The undersigned, the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Signed by DAVID MARK SPENCER

.....

Signature

Date:

.....

Signed by CARMEL MARGARET SPENCER

.....

Signature

Date:

.....

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at its registered office address marked for the attention of the directors.

You may not return the Resolution to the Company by any other method.

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, by the date falling 28 days after the Circulation Date 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. 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.