

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**MILECROSS FINANCIAL SOLUTIONS LIMITED**  
**(the "Company")**  
**8 January 2024**  
**(the "Circulation Date")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") propose that resolutions 1, 2 and 4 below be passed as ordinary resolutions and that resolution 3 below be passed as a special resolution (the "**Resolutions**");

**ORDINARY RESOLUTIONS**

**1 CAPITALISATION OF PROFITS**

**THAT**, the Directors of the Company be generally and unconditionally authorised to capitalise a sum not exceeding £198 standing to the credit of the Company's profit and loss account, and to apply such sum in paying up in full 19,800 ordinary shares of £0.01 each in the capital of the Company (**Bonus Shares**).

**2 AUTHORITY TO ALLOT**

**THAT**, in accordance with section 551 of the Act, the Directors of the Company be generally and unconditionally authorised to allot and issue, credited as fully paid up, the Bonus Shares to the holders of ordinary shares of £0.01 each in the capital of the Company on the basis of 99 Bonus Shares for every 1 ordinary share of £0.01 each held and recorded in the register of members of the Company at the date hereof, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of this resolution.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

**SPECIAL RESOLUTION**

**3 DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the date falling five years after the date of this resolution.

**ORDINARY RESOLUTION**

**4 REDESIGNATION**

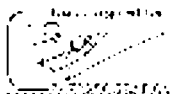
**THAT**, subject to the passing of this resolution, 20,000 ordinary shares of £0.01 each in the capital of the Company be and are hereby reclassified as 20,000 A ordinary shares of £0.01 each in the capital of the Company.

## AGREEMENT

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

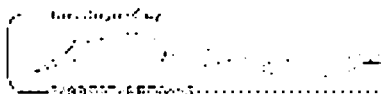
The undersigned, the persons entitled to vote on the resolution hereby irrevocably agree to the Resolutions:

Dated: 8 January 2024 ~~2023~~



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**Paul Irvine Dalzell**



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**Elizabeth Jane Dalzell**