

DETAILED RESOLUTIONS

- A. ***"That the Reports of the Directors and Auditors and the audited financial statements for the years ended May 31, 2021 and May 31, 2022 be and are hereby adopted."***
- B. ***"In accordance with Section 154 of the Companies Act, Crichton Mullings & Associates, having indicated their willingness to become auditors of the Company, are hereby appointed as Auditors for the period ending with the next annual general meeting, at a remuneration to be agreed with the Directors."***
- C. ***"That Mr Michael Campbell, being eligible for reappointment, be and is hereby reappointed a Director of the Company."***
- D. (i) ***"Be it resolved that Article 50 of the Company's Articles of Association be deleted and the following inserted as Article 50:***

50 (1) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed –

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per centum in nominal value of the shares giving that right.

- (2) Where a general meeting is called under paragraph (1), the notice of the meeting may be served, in writing, electronically, in accordance with article 133 and in the absence of any notification of failure of delivery, shall be deemed to have been received not less than twenty-four hours from the time the notice was served.
- (3) In the case of a notice served electronically pursuant to paragraph (2), the twenty-one days and fourteen days' notification shall be exclusive of the day on which the notice was received and the day on which the meeting is to be held.
- (4) Notwithstanding the provisions of paragraph (1) where the general meeting is called as a virtual-only meeting, the notice is not required to specify the place of the meeting."

**(ii) "Be it resolved that Article 53 of the Company's Articles of Association be deleted and the following inserted as Article 53:**

53 (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or by proxy or participating by electronic means shall be a quorum.

(2) For the avoidance of doubt, a member participating in a general meeting by electronic means is deemed to be present at the meeting and to count towards constituting the quorum."

**(iii) "Be it resolved that Article 133 of the Company's Articles of Association be deleted and the following be inserted as Article 133:**

133 (1) A notice may be sent by the Company to any member either -

(a) personally, by handing it to or leaving it with the member;

(b) by post, in accordance with paragraph (2); or

(c) by facsimile transmission, or other means of electronic communication, with the written consent of the member in accordance with paragraph (3);

(2) A notice sent by post shall be –

- (a) properly addressed, prepaid and posted in a letter; and
- (b) be deemed to be served at the time at which the notice would have been delivered in the ordinary course of post.

(3) A notice sent by electronic means shall –

- (a) be sent to the email address, facsimile transmission number, or otherwise in accordance with the instructions of the member for service of the notice; and

- (b) be deemed to have been received by the intended recipient after twenty-four hours from the time the notice was so served, if there is no notification of a failure of delivery during that period.