

SEPARATOR SHEET

THURSDAY



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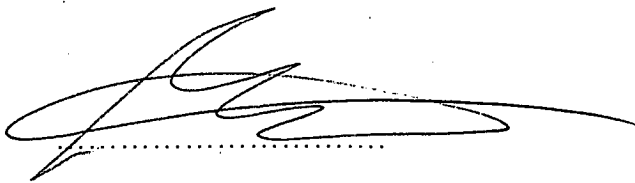
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22/09/2022

#9

COMPANIES HOUSE

Signed

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end. It is written over a dotted line.

Chairman

PRIVATE COMPANY LIMITED BY SHARES

DEFERRED ORDINARY SHAREHOLDERS RESOLUTIONS

OF

HARROGATE INTERNATIONAL TOY FAIR LIMITED (Company)

COMPANY NUMBER 00399707

On *20 September* 2022 at a separate class meeting of the holders of Deferred Ordinary Shares, the following resolution numbered 1 below was duly passed as an ordinary resolution and the resolutions numbered 2 and 3 below were duly passed as special resolutions.

ORDINARY RESOLUTION

1. THAT the entire issued Deferred Ordinary Share capital (which at the date of the Class Meeting will be an aggregate of 922 Deferred Ordinary Shares) shall be reclassified as 922 Redeemable Shares of nominal value of 5 pence each and which shall be capable of being redeemed at the option of the Company or at the option of the holder of the Redeemable Shares for £5 per share and such Redeemable Shares shall otherwise be entitled to the following rights:
 - (i) a right to a maximum payment of £5 per share on the sale or liquidation or capital reduction of the Company;
 - (ii) the Company shall be entitled to redeem them by written notice for a price of £5 per share;
 - (iii) no right to attend and vote at general meetings or on written resolutions of the Company; and
 - (iv) no rights to participate in the profits of the Company or to otherwise receive any dividends.

SPECIAL RESOLUTIONS

2. THAT subject to confirmation of the Court, the issued share capital of the Company be reduced (subject to the passing of all other resolutions in this notice) to £17.95 by cancelling and extinguishing 182 New Ordinary Shares, each of which is fully paid up.
3. THAT subject to the passing of resolution 1, the articles of association of the Company be amended to include the rights attaching to the Redeemable Shares.