

**Company no. 00891959**

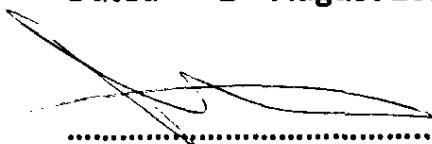
**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
ALAN SILVERWOOD LIMITED ("the Company")**

On 2<sup>nd</sup> August 2019 the following resolution was duly passed as a Special Resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

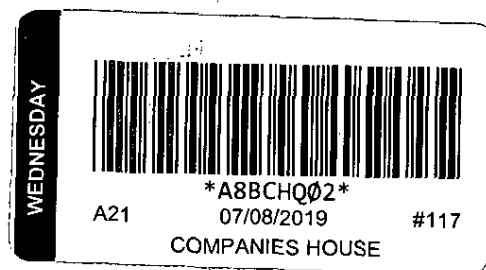
**SPECIAL RESOLUTION**

**"That the present Articles of Association be replaced by the new Articles of Association in the form of the draft annexed hereto and marked "A".**

**Dated 2<sup>nd</sup> August 2019**



**Director**



# SILVERWOOD

BIRMINGHAM ENGLAND

## Defined terms

“the redeemable preference shares” has the meaning given in article 22(A)

## Redeemable Preference Shares

**22(A)**---The Redeemable Preference Shares have the following rights and are subject to the following restrictions:

- 1) as to dividend: a holder of Redeemable Preference Shares shall be entitled (in priority to any payment of dividend on any other class of shares) to a non-cumulative preferential dividend of such amount as shall result in the payment of a net cash dividend of 1.00 per cent. per annum on the paid up amount of the Redeemable Preference Shares held by him, such dividend to accrue annually and to be payable in respect of each accounting reference period of the Company, within 21 days of the end of such period;
- (2) as to capital: on a return of assets on a winding up or otherwise, the Redeemable Preference Shares shall confer the right to be paid out of the assets of the Company available for distribution amongst the members the capital paid up on such shares in priority to any amounts of capital paid to the holders of any other class of shares issued by the Company from time to time but shall not confer any right to participate in any surplus remaining following payment of such amounts;
- (3) as to voting: the Redeemable Preference Shares shall not confer any right to receive notice of or to attend or vote at any general meeting of the Company; unless the company has failed to pay to the holder of such shares any dividend or other payment due in which the holder of the Redeemable Preference Shares will have the right to receive notice of and attend and vote at any general meeting of the Company and will be entitled, on a poll, to one vote for every Redeemable Preference Share held;
- (4) as to redemption: the Company may, by notice in writing and upon tendering to the registered holder of Redeemable Preference Shares the amount of capital paid up thereon, together with any arrears of dividend payable, redeem any Redeemable Preference Shares at any time subject to the provisions of the Companies Act 2006) and such holder shall be bound to deliver up any certificate which he may have representing the same; and upon redemption the name of the registered holder shall be removed from the register of members of the Company; and
- (5) as to certificates: the Company shall issue a certificate in respect of a Redeemable Preference Share on the allotment and issue of the same, and on any registration of a transfer of Redeemable Preference Shares.