

Company number: 01006087

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SOLENT BODYBUILDERS & REPAIRS LIMITED

(the "Company")

Circulation Date: 12 March 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**").

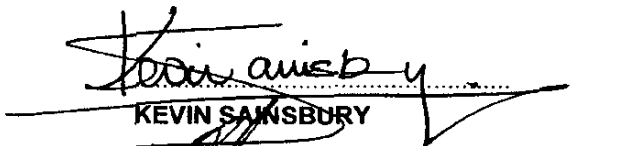
SPECIAL RESOLUTION

THAT the draft regulations attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

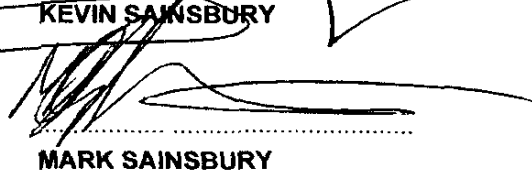
AGREEMENT

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

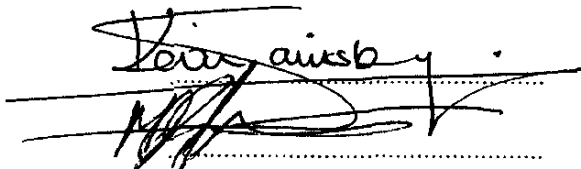
The undersigned, being all the persons entitled to vote on the Resolution on the Circulate Date, hereby irrevocably agree to the Resolution:


KEVIN SAINSBURY

12 March 2020
DATE


MARK SAINSBURY

12 March 2020
DATE


KEVIN SAINSBURY

DATE

SOLENT BODYBUILDERS & REPAIRS
LIMITED RETIREMENT AND DEATH BENEFIT SCHEME
acting by KEVIN SAINSBURY, MARK SAINSBURY
and EB CONSULTANTS LIMITED, as joint trustees

SATURDAY



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - 1.1. By hand: delivering the signed copy to Moore Blatch LLP, Gateway House, Tollgate, Chandler's Ford, Eastleigh SO53 3TG (marked for the attention of Thomas Clark).
 - 1.2. Post: returning the signed copy by post to Moore Blatch LLP, Gateway House, Tollgate, Chandler's Ford, Eastleigh SO53 3TG (marked for the attention of Thomas Clark).
 - 1.3. Email: by attaching a scanned copy of the signed document to an email and sending it to thomas.clark@mooreblatch.com.

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 following the Circulation Date, sufficient agreement is 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. 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.

Number of Company: 1006087

THE COMPANIES ACTS, 1946 to 1967.

COMPANY LIMITED BY SHARES

**Memorandum
and
Articles of Association
of
SOLENT BODYBUILDERS & REPAIRS
LIMITED.**

Adopted by special resolution passed on the 12th day of March 2020)

THE COMPANIES ACTS, 1946 to 1967.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

SOLENT BODYBUILDERS & REPAIRS LIMITED

1. The Name of the Company is "SOLENT BODYBUILDERS & REPAIRS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of General Motor Engineers and Repairers, Vulcanisers, Metal Workers, Panel Beaters, Platers, Painters and Sprayers, Coach and Body Builders, Electrical and Oxy-Acetylene Welders, Commission Salesmen and Discount Traders, Distributors, Suppliers, Importers, Exporters, Manufacturers, Designers, Fitters, Hirers and Letters on Hire, Agents for, and Dealers in Spares, Windcreens, Accessories and Component Tyres, Tubes and Batteries of Motor Cars, Commercial and other Vehicles and Machines of all kinds, and to develop, manage and undertake all work in connection with the assembly, repair and renovation of all such Motor and other Vehicles and Machines as aforesaid, Proprietors of Garages, Petrol Filling Stations and Fuel Supply Stores, Motor, Electrical, Mechanical and General Engineers, Manufacturers, Designers and Repairers of, Agents for and Dealers in Electrical Goods, Domestic Appliances, Tools and Equipment, Paints, Building and Decorating Materials and Household Products, Fittings and Furnishings, Iron-mongers, General Storekeepers, Cycle and Toy Dealers, Fancy Goods Merchants, Carriers, Haulage, Cartage and Transport Contractors, Railway, Forwarding, Passenger and Freight Agents, Insurance and General Commission Agents and General Merchants, Agents and Traders.
 - (B) To manufacture, buy, sell and deal in all kinds of plant, machinery, apparatus, materials, articles and things necessary or useful for carrying on the above-mentioned businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.
 - (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or

award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) *To procure the Company to be registered or recognised in any part of the world.*
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.
5. The Share Capital of the Company is £6,000, divided into Five Thousand "A" Ordinary Shares of £1 each and One Thousand "B" Ordinary Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	No. of Shares taken by each Subscriber
Robert Ernest Newby, 92, Burke Drive, Thornhill, Southampton Company Director	One
Dudley Bernard Jackson, Delkieth, Temple Gardens, Woolston, Southampton Company Director	One
TOTAL SHARES TAKEN	Two

Dated this 18th day of March, 1971.

Witness to the above Signatures:-

G. H. Bromley,
129, Upton Crescent,
Rownhams,
Southampton

Accountant

THE COMPANIES ACTS, 1946 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

SOLENT BODYBUILDERS & REPAIRS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. (a) The Share Capital of the Company is £6,000 divided into Five Thousand "A" Ordinary Shares of £1 each and One Thousand "B" Ordinary Shares of £1 each. Save as otherwise expressly provided in these Articles the "A" and "B" shares shall rank *pari passu* in all respects.

(b) The Holders of "B" Ordinary shares of £1 each shall not be entitled to vote on any resolution of the company.

3A. The company may only issue "B" Ordinary shares of £1 each to a person who at the time of their issue is an employee of the Company or any of the Company's subsidiary companies. When a holder of "B" Ordinary shares ceases to be an employee of the Company or any of the Company's subsidiary companies then unless otherwise agreed between the holders of the "B" Ordinary shares and the shareholder the holders of the "A" Ordinary shares of £1 each shall purchase *pro rata* to their holdings of "A" Ordinary shares and the said shareholder shall sell the shares for a consideration equal to their nominal value.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company,

whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

9. The following persons shall be the first Directors of the Company:

Charles Frederick Sivier,
Dudley Bernard Jackson,
Denis Arthur Sainsbury and
Robert Ernest Newby.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

DRAG ALONG

13. If, following a transfer of shares in the Company or purported transfer of shares in the Company, the transfer in respect of any transfer or purported transfer is either not produced (or has not been duly executed correctly or otherwise), the transferor shall be deemed to have irrevocably appointed any one of the directors of the Company to be its agent to execute all necessary transfer(s) (whether completed or not) on its behalf and to deliver such transfer(s) to the transferee as the holder thereof. After the transferee (or its nominee) has been registered as the holder of the relevant shares in the Company, the validity of such proceedings shall not be questioned by any person. Failure to produce a share certificate shall not impede the registration of shares under this article.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<p>Robert Ernest Newby, 92, Burke Drive, Thornhill, Southampton</p> <p>Company Director</p> <p>Dudley Bernard Jackson, Delkieth, Temple Gardens, Woolston, Southampton</p> <p>Company Director</p>

Dated this 18th day of March, 1971.

Witness to the above Signatures:-

G. H. Bromley,
129, Upton Crescent,
Rownhams, Southampton
Accountant