

COMPANY NUMBER  
1344718

**THE COMPANIES ACT 2006  
SPECIAL RESOLUTION  
MARKE CREATIVE MERCHANDISE LTD  
CHANGE OF ARTICLES OF ASSOCIATION**

THURSDAY



\*A98FQ6JN\*

A19

02/07/2020

#117

COMPANIES HOUSE

At a board meeting of the directors of the above named company, duly convened and held via conference call between London, UK and Overland Park, Kansas, USA on 29 June 2020.

The following Special Resolution was duly passed:

That the Articles of Association of the company be modified to include the statements as follows:

A. By the implementation of the new attached articles numbered 1 to 5

(1) The objectives of the Company are to promote the success of the Company;

- (i) for the benefit of its members and stakeholders as a whole; and
- (ii) through its business and operations, to have a material positive impact on (a) society and (b) the environment, taken as a whole

(2) A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in paragraph (1) above, and in doing so shall have regard (amongst other matters) to:

- a. the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any affected stakeholders,
- b. the interests of the Company's employees,
- c. the need to foster the Company's business relationships with suppliers, customers and others,
- d. the impact of the Company's operations on the community and the environment and on affected stakeholders,
- e. the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and
- f. the need to act fairly as between members of the Company,

(together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests" and each a "Stakeholder Interest").

(3) For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.

(4) Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).

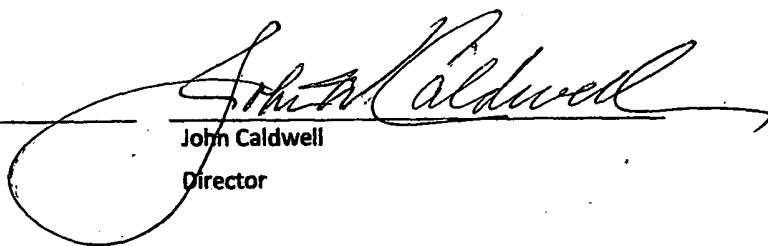
(5) The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.

DATED: 29 June 2020

SIGNED:



Lisa Munro  
Director



John Caldwell  
Director

**This resolution must be filed with Companies House along with any new articles.**