

COMPANY NO: 01551690

**SPECIAL RESOLUTIONS
OF
PRIMEGLOBAL EMEA LIMITED ("the Company")**



Passed on 26 June 2020

The following resolutions were duly passed as special resolutions at a special membership meeting on the above date.

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by deleting article 3.5;
2. **THAT** the articles of association of the Company be amended by deleting articles 17.1, 17.2 and 17.3 and renumbering articles 17.4, 17.5 and 17.6 as articles 17.1, 17.2 and 17.3 respectively;
3. **THAT** the articles of association of the Company be amended by deleting article 21.1 and replacing it with the following new article 21.1:

21.1 No person shall become a Member of the Company unless:

- (a) That person has completed an approved application for Membership, and*
- (b) The application is approved subject to the qualification requirements as set out in IGAF Worldwide Bylaws and IGAF Europe Bylaws.*

4. **THAT** the provisions contained within the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 are treated as provisions of the Company's articles of association, be amended by:

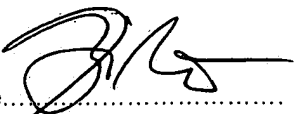
4.1 deleting the words "The International Group of Accounting Firms Limited" from clause 1 and replacing them with the words "PrimeGlobal EMEA Limited"; and

4.2 deleting clause 7 and replacing it with the following new article 7:

7. *On the dissolution or winding up of the Company any surplus assets remaining shall be paid or distributed to the Members.*

Should the Members so resolve, the Directors may at any time before and in expectation of the dissolution of the Company resolve that any net assets shall on dissolution, after all its debts and liabilities have been paid or provision has been made for payment, be applied or transferred:

- i. directly for the Objects;*
- ii. by transfer to any society or other body for purposes similar to the Objects;*
- iii. to any charity or non-profit organisation from which the accountancy profession may benefit.*

Signature.....
Name.....~~Mike Patrick~~ *MIKE THOMPSON* (Director)
Date.....*26.6.*.....2020