

2261707
Company number ~~591419~~

ORDINARY AND SPECIAL RESOLUTIONS

of

~~BRINDLEYPLACE PLC~~
~~ARGENT GROUP DEVELOPMENTS PLC~~ ("Company")

Passed on 20th June 2019

Written Resolutions of the Company duly passed as ordinary and special resolutions.

SPECIAL RESOLUTION

1. THAT Brindleyplace Plc be re-registered as a private limited company under the Companies Act 2006 by the name of Brindleyplace Limited
2. THAT the Model Articles of Association be approved and adopted as the articles of association of the Company is substitution for and to the exclusion of the existing articles of association, subject to the proposed amendment by disapplying paragraph 14 of the Model Articles to the maximum extent permissible by section (3) of the Model Articles in order to allow a director to be counted as participating in the decision making process for quorum and voting purposes notwithstanding that that director may otherwise have been excluded from such process.

ORDINARY RESOLUTIONS

3. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Act (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Act.
4. That the Model Articles to be adopted by the Company be amended by disapplying paragraph 14 of the Model Articles to the maximum extent permissible by section (3) in order to allow a director to be counted as participating in the decision making process for quorum and voting purposes notwithstanding that that director may otherwise have been excluded from such process.

Signed.....
Director

on behalf of

ARGENT GROUP DEVELOPMENTS PLC

THURSDAY



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27/06/2019

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COMPANIES HOUSE