

Company Number 2813598

COMPANIES ACT 2006

A COMPANY LIMITED BY SHARES

TUESDAY



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25/05/2021

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COMPANIES HOUSE

MOTORING & LEISURE SERVICES LIMITED ("MLS")

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

The Civil Service Motoring Association Ltd (the sole shareholder of MLS) hereby resolves as set out below.

1. AUTHORITY TO ALLOT

In accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of MLS ("the Directors") are generally and unconditionally authorised to allot shares in MLS or grant rights to subscribe for or to convert any security into shares in MLS ("Rights") up to an aggregate nominal amount of £5,000,000 provided that this authority shall, unless renewed, varied or revoked by MLS, expire on **31 December 2024**, save that MLS may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

In accordance with section 570 of the CA 2006, the Directors are generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred above, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall: (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £5,000,000; and (b) expire on **31 December 2024** (unless renewed, varied or revoked prior to or on that date), save that MLS may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed:

Colin Slinn, for and on behalf of the Civil Service Motoring Association Ltd

Date:

3rd Mar 2021

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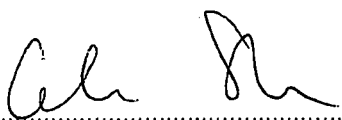
MOTORING & LEISURE SERVICES LTD ("MLS")

SHARE APPLICATION

5 MILLION ORDINARY £1 SHARES IN MLS


The Civil Service Motoring Association Ltd ("CSMA") hereby applies for the issue and allotment of 5,000,000 fully paid ordinary shares of £1 each in the capital of MLS, having the same rights and obligations as the existing ordinary £1 shares in MLS's issued share capital, at a subscription price of £1 per share, payment of the subscription monies to be effected by a £5 million reduction in the inter-company debt currently owing to CSMA by MLS.

Signed:



Colin Slinn, for and on behalf of the Civil Service Motoring Association Ltd

Date:

 3rd Mar 2021

