

**TOTAL VIVA LTD**  
**(Company number 03165313)**

**Board resolution to allot new shares**

**APPLICATIONS FOR SHARES**

Completed forms of application were produced in respect of the following applications for shares in the capital of the company:

1. 1 Ordinary 'A' share of £1.00 each to Susan Gibbs
2. 1 Ordinary 'B' share of £1.00 each to Adam Gibbs
3. 1 Ordinary 'C' share of £1.00 each to Amy Gibbs

**DECLARATION OF INTEREST**

Each director present at the meeting disclosed in full every direct or indirect interest in the proposed arrangements that were to be considered at the meeting which they were required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

**PRE-EMPTION RIGHTS WAIVER**

It was reported that the pre-emption rights on allotment of these new shares, detailed in the company's articles of association, had been waived by the existing shareholders.

**ALLOTMENT OF SHARES**

After due consideration of the applications, it was resolved that:

- The new Articles of Association in the form attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association with new "A, B and C" shares added as a new class of share respectively.
- In accordance with section 630 of the Companies Act 2006, the proposed newly classified ["A, B and C"] shares shall have the following rights attaching to each new class of share,

Ordinary non-voting class "A" shares have no votes and do not participate in any decision making of the company including ordinary and special resolutions. They participate only in a dividend awarded specifically to class "A" shares only, and in the event of a capital distribution made on insolvency (or equivalent) they would not rank pari passu with the ordinary voting shares.

Ordinary non-voting class "B" shares have no votes and do not participate in any decision making of the company including ordinary and special resolutions. They participate only in a dividend awarded specifically to class "B" shares only, and in the event of a capital distribution made on insolvency (or equivalent) they would not rank pari passu with the ordinary voting shares.

Ordinary non-voting class "C" shares have no votes and do not participate in any decision making of the company including ordinary and special resolutions. They participate only in a dividend awarded specifically to class "C" shares only, and in the event of a capital distribution made on insolvency (or equivalent) they would not rank pari passu with the ordinary voting shares.

- 1 Ordinary 'A' shares of £1.00 in the capital of the Company be and are hereby classified being subject to the restrictions set out in the Articles of Association.
- 1 Ordinary 'B' shares of £1.00 in the capital of the Company be and are hereby classified being subject to the restrictions set out in the Articles of Association.
- 1 Ordinary 'C' shares of £1.00 in the capital of the Company be and are hereby classified being subject to the restrictions set out in the Articles of Association.
- The noted applications for shares be approved and the said shares allotted to the applicants, these shares fully paid at a price of £1 per share for cash;
- The director be authorised to issue appropriate share certificates, signed by them on behalf of the Company, to the allottees;
- Appropriate updates reflecting these allotments be made to the Company's register of members and register of allotments; and
- Form SH01 be filed with Companies House detailing these share allotments.

As part of reaching their decisions on allotment of shares, the director considered both the specific requirements of section 172 of the Companies Act 2006 and the need to promote the success of the Company for the benefit of its members as a whole.



.....  
Michael Gibbs  
Chairman

10 May 2023