

**THE COMPANIES ACT 2006**  
**ORDINARY & SPECIAL RESOLUTION**  
**OF**

TUESDAY



**MEMORY BUSINESS SYSTEMS LIMITED ("The Company")**

Company Number:- 03170906

At a General Meeting of the Company held at ONEGA HOUSE, 112 MAIN ROAD, SIDCUP, UNITED KINGDOM, DA14 6NE

on the 1<sup>st</sup> day of June 2020.

the following resolutions were passed as Ordinary Resolutions

**ORDINARY RESOLUTIONS:**

- A. (i) **THAT** under the terms of the Companies Act 2006 and on the adoption of the new Articles of Association of the Company (as per the below) the authorised share capital of the Company be dispensed with, and limits applied to the Directors' authority as set out in the new Articles attached.
- (ii) **THAT** the 3 issued shares shall remain unchanged. The new Articles will allow for a share capital that is comprised of Ordinary Shares of £1 each and "A" Ordinary Shares of £1 each.
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital up to the amount stated in the new Articles (to be adopted as below) at any time or times during the period of five years from the date hereof.

the following resolution was passed as a Special Resolution

**SPECIAL RESOLUTION:**

1. **THAT** the company update its Articles of Association in line with the Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof.
2. **THAT** any rights of pre-emption in the Articles of Association be disapplied for this transaction

Dated this 1<sup>st</sup> day of June 2020.

A handwritten signature in black ink, consisting of a stylized 'A' followed by a large, sweeping 'S' and a horizontal line extending to the right.

.....  
Director or ~~Secretary~~  
(\*delete as applicable)

**NOTICE OF A GENERAL MEETING**

**OF**

**MEMORY BUSINESS SYSTEMS LIMITED ("The Company")**

Company Number:- 03170906

Notice is hereby given that a General Meeting of the Company will be held at  
ONEGA HOUSE, 112 MAIN ROAD, SIDCUP, UNITED KINGDOM, DA14 6NE

on the 1<sup>st</sup> day of June 2020 at            am/pm.

When the following resolutions will be proposed as Ordinary and Special Resolutions  
(and will be reviewed in conjunction with all ancillary documentation):

**ORDINARY RESOLUTIONS:**

- A. (i) **THAT** under the terms of the Companies Act 2006 and on the adoption of the new Articles of Association of the Company (as per the below) the authorised share capital of the Company be dispensed with, and limits applied to the Directors' authority as set out in the new Articles attached.
- (ii) **THAT** the 3 issued shares shall remain unchanged. The new Articles will allow for a share capital that is comprised of Ordinary Shares of £1 each and "A" Ordinary Shares of £1 each; and
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital up to the amount stated in the new Articles (to be adopted as below) at any time or times during the period of five years from the date hereof.

**SPECIAL RESOLUTION:**

1. **THAT** the company update its Articles of Association in line with the Companies Act 2006 and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof.
2. **THAT** any rights of pre-emption in the Articles of Association be disapplied for this transaction

By order of the Board



Director

\*A member entitled to attend and vote at the above mentioned meeting is entitled to appoint a proxy, who need not be a member of the company, to attend and vote in his stead.

**MEMBERS FORM OF CONSENT**

**OF**

**MEMORY BUSINESS SYSTEMS LIMITED ("the Company")**

Company Number 03170906

To the Directors

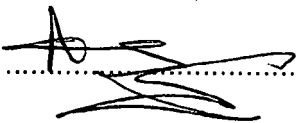
We, the undersigned, being the holders of more than 90% in nominal value of the shares of the above named company, do hereby signify our consent to a General Meeting of the Company.

on the 1<sup>st</sup> day of June 2020.

(notwithstanding that the meeting is called by shorter notice than that specified in section 307 of the Companies Act 2006), for the purpose of considering the Ordinary and Special Resolution (and all ancillary documentation) set out in the notice convening the said meeting, a copy whereof has, for the purpose of identification, been signed by us.

Dated this 1<sup>st</sup> day of June 2020.

**Signatures**



.....

**Names of Members**

AMAL PILENDIRAM