

Company number 04127260

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**A. B. ROOMS & SON LIMITED (Company)**

28<sup>th</sup> September 2015 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolution 1 below is passed as an ordinary resolution (**Ordinary Resolution**); and
- resolutions 2, 3, 4 and 5 below are passed as special resolutions (**Special Resolutions**).

**ORDINARY RESOLUTION**

- 1 THAT the one thousand issued ordinary shares of £1 each in the Company be reclassified as one thousand ordinary A shares of £1 each having attached thereto the rights, privileges and conditions set out in the Articles of Association of the Company as amended pursuant to Resolution 3 below

**SPECIAL RESOLUTIONS**

- 2 THAT in accordance with section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised allot fifty ordinary B shares of £1 in the Company to Mark Richards (to which issue all shareholders hereby agree by signing this resolution) having attached thereto the rights, privileges and conditions set out in the Articles of Association of the Company as amended pursuant to Resolution 3 below provided that this authority shall, unless renewed, varied or revoked by the Company expires on 1 May 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuant of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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3 THAT the Articles of Association of the Company be amended as follows

3 1 the insertion of a new article 4A immediately before the current article 4:

"4A The share capital of the Company is £1050 divided into

- (i) one thousand Ordinary A Shares of £1 each, and
- (ii) fifty Ordinary B Shares of £1 each,

and any reference to "shares" in these articles shall mean together the shares in the Company of all classes

Except as provided in these Articles, all Ordinary A Shares and all Ordinary B Shares in the Company shall rank *pari passu* in all respects but shall constitute separate classes of shares

The Directors may at any time resolve to declare a dividend on one or more classes of shares and not the others or to declare a dividend on all or any class of shares but at different rates (save that all dividends have to be resolved to be paid by ordinary resolution of the holders of Ordinary A Shares)

On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority

- (a) first, in paying to the holders of the Ordinary B Shares an amount equal to no more than the par value per share, and
- (b) secondly, in paying the remainder to the holders of Ordinary A Shares "

3 2 the insertion of a new article 32A immediately before the current article 32 as follows:

"32A The Ordinary B Shares in the Company shall not carry the right to attend and vote at general meetings For the avoidance of doubt all Ordinary A Shares in the Company shall carry the right to attend and vote at general meetings "

4 THAT neither articles 4 to 6 (inclusive) nor for the avoidance of doubt any provision of pre-emption in the Companies Act 2006 including section 561 shall apply to the allotment of the Ordinary B shares which may be allotted and issued to Mark Richards without first being offered to the current shareholders

5 THAT the authority granted in resolution 2 above supersedes and replaces any other authority which may currently remain in existence and in particular, without limitation

and for the avoidance of doubt, the references to authorised share capital in the Company's memorandum of association shall be of no effect and shall not be deemed to be any authorisation for the allotment of further shares

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions


Signed by Marjorie Rooms

Date

  
28<sup>th</sup> September 2015


Signed by Colin Rooms

Date

  
28<sup>th</sup> September 2015

Signed by Ian David Rooms

Date

  
28<sup>th</sup> September 2015

## NOTES

- 1 You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post at A B Rooms & Son Limited, 52-54 Abbey Street, Hull, HU9 1LQ

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date