

# WRITTEN RESOLUTIONS

of

MIDLAND COMMERCIAL CLEANERS LIMITED (Company)

Company number 04321775

Circulated on 19<sup>TH</sup> day of APRIL 2016 (the  
Circulation Date)

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

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

IT IS RESOLVED BY THE SHAREHOLDERS OF THE COMPANY

## SPECIAL RESOLUTIONS

### 1. Changing the articles of association of the Company

THAT the articles of association of the Company be varied by the addition of the following new article 9

#### "RIGHTS ATTACHING TO SHARES

9 Subject to any other provisions in these articles, shares in the Company shall carry the following rights

(a) Any ordinary shares shall confer on each holder of them the following rights

(i) the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each ordinary share shall carry one vote per share,

(ii) the right to participate in any distribution of the capital or assets of the Company, in the event of winding up, dissolution, merger, floatation or sale of the Company or otherwise, beyond their original issue price, and

(iii) the right to receive any dividend which may be declared by the directors of the Company in relation to the ordinary shares



(b) Any ordinary "C" class shares shall confer on each holder of them the following rights, respectively

(i) no right to receive notice of and no right to attend, speak and vote at any general meetings of the Company,

(ii) the right to participate in any distribution of the capital or assets of the Company, in the event of winding up, dissolution, merger, floatation or sale of the Company or otherwise, but limited only to the original issue price of the ordinary "C" shares of £1 each and no other such rights beyond their original issue price ,

(iii) to receive any dividend which may be declared by the directors of the Company in relation to the ordinary "C" class shares,

(iv) any dividend declared is to be divided amongst the holders of the ordinary "C" class shares in proportion to the number of shares of that particular class held by any member of the Company and a dividend may be declared disproportionately between the ordinary shares and the ordinary "C" class shares, and

(v) the Company (but not the holder of such ordinary "C" class shares) shall have the right but no obligation to redeem any ordinary "C" class shares at the option of the Company for and upon payment of the original issue price of the relevant ordinary "C" share of £1 each upon giving written notice of at least 5 working days to the relevant holder of such ordinary "C" class share(s) and the directors may otherwise determine the terms, conditions and manner of redemption of any such shares

## **2. Disapplication of proportionate allotment of shares**

(a) THAT pursuant to article 4 of the articles of association of the Company, the directors shall be authorised to allot any new ordinary "C" class shares NOT in proportion to the nominal value of the existing shares held by the existing shareholders of the Company, and

(b) THAT, in accordance with section 571 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the Companies Act 2006 did not apply to any such allotment

## **ORDINARY RESOLUTION**

### **3. Authorisation to allot new shares in the Company**

The directors of the Company are authorised and directed to allot and issue 1 new ordinary "C" class share in the Company This power of

the directors shall be exercised within 12 months of the date of this resolution


## **AGREEMENT**

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

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

Signed by Andrew Renouf Tostevin

Date



19/04/2016

## NOTES

- 1 You can choose to agree to the all of the Special Resolutions and the Ordinary Resolution 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.  
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 sufficient agreement has been received for the resolutions to pass by the date 14 days from the circulation date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document