

Company No. 04682819

The Companies Acts 2006

FRIDAY



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RM

31/03/2017

#102

COMPANIES HOUSE

OWEN & DIAMOND LIMITED

We, the undersigned, being the Eligible Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to Chapter 2 of Part 13 of the Companies Act 2006, hereby pass the following Written Resolution which for all purposes shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Ordinary Resolution

1. The Company shall create a new class of Ordinary-C shares of £1.00 each; these shares shall be entitled to full voting, dividend and capital distribution (including on winding up) rights. The pre-emption rights on allotment shall be disapplied but where any existing shares in the class are to be transferred they will be subject to a transfer notice and pre-emption rights shall apply on any transfer of shares except to a connected party. The class of Ordinary-C shares shall not be entitled to or have any rights of redemption whatsoever.
2. That pursuant to section 630 of the Companies Act 2006 the 26 issued Ordinary-A shares of £1.00 each in the capital of the Company shall hereby be re-designated as 26 Ordinary-C shares of £1.00 as detailed below: such £1.00 Ordinary-C shares shall have the rights and restrictions as set out in the attached Articles:

Number of Shares	Registered in the Name of
26 Ordinary-C	CFTM HOLDINGS LIMITED

3. That pursuant to section 630 of the Companies Act 2006 the 24 issued Ordinary-B shares of £1.00 each in the capital of the Company shall hereby be re-designated as 24 Ordinary-C shares of £1.00 as detailed below: such £1.00 Ordinary-C shares shall have the rights and restrictions as set out in the attached Articles:

Number of Shares	Registered in the Name of
24 Ordinary-C	CFTM HOLDINGS LIMITED

Special Resolutions

4. The classes of Ordinary shares which may exist from time to time in the capital of the Company shall constitute separate classes of Ordinary shares and which shall include any consolidation or sub-division of any shares in the Company and any alteration of any of the provisions of the Articles of Association of the Company shall be deemed to be a variation of the class rights attached to the shares of each class of Ordinary shares. Subject to as may otherwise be expressly provided for in these Articles, all classes of the Ordinary shares shall have the same rights. Accordingly, any variation or abrogation of the class rights attaching to such Ordinary shares shall be subject to the provisions of Section 630 of the Companies Act 2006.
5. All shares from time to time subscribed for or otherwise acquired shall be designated (or as the case requires re-designated) as a particular class of shares so subscribed for that particular designated class of shares. Where a particular class of shares are designated to be issued for a

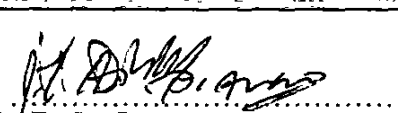

specified purpose any person acquiring shares from another class of shares, these shares shall be re-designated into the class of shares that the subscriber is entitled to hold

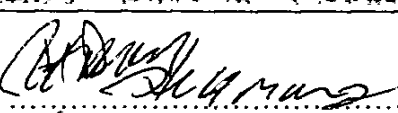

6. The holders of each class of Ordinary shares shall be entitled to receive dividends out of any available profits from time to time for an amount recommended by the directors and declared as an interim dividend by the directors or a final dividend declared by the Members of the Company and that such dividends declared separately shall be for that particular class of shares upon which the dividend was declared and such declaration shall exclude any other class of issued shares which may exist in the capital of the Company from time to time.
7. That the Company hereby adopt new Articles of Association for the Company and hereby revoke all previous Articles of Association and that the copy attached shall be the new Articles of Association for the Company which shall be in substitution of all existing and previous Articles of Association of the Company.

Circulation Date: 20/3/2017

Date Resolution Passed 20/3/2017

The Members:

£1.00 Ordinary-A share	VOTES	% of Total Votes	Sign and Date
CFTM HOLDINGS LIMITED	26	50.000%	
Harry JNR DIAMOND	26	50.000%	

£1.00 Ordinary-B share	VOTES	% of Total Votes	Sign and Date
CFTM HOLDINGS LIMITED	24	50.000%	
Charmayne DIAMOND	24	50.000%	

Note:- Voting Procedure pursuant to the Companies Act 2006

1. Eligible Members who hold more than 50% of the total voting rights must vote in favour of the written resolution to be passed as an Ordinary Resolution.
2. Eligible Members who hold at least 75% of the total voting rights must vote in favour of the written resolution to be passed as a Special Resolution.
3. Eligible Members must signify their agreement to the Resolution by signing it and returning to the Registered Office within a period of 28 days from the circulation date otherwise if the requisite majority have not voted in favour within the circulation period the Resolution will lapse and not be passed.
4. When an Eligible Member has signified their agreement to the Resolution and returned the Resolution to the Registered Office (or any other address advised of or directed to at the time the Resolution was distributed by the Company) the Eligible Member may not at any time, subsequently revoke their agreement.