

Abarbistro Limited

Company No
04723627

FRIDAY



A08 17/02/2012 #135
COMPANIES HOUSE

The Companies Act 2006

On the 18 November 2011 the following Written Resolutions (such resolutions being passed as ordinary resolutions (in the case of the first and second resolutions) and special resolution (in the case of the third resolution) were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

Resolutions

- 1 To convert 50 Ordinary shares of £1 00 each of the unissued authorised share capital of the Company to 50 Ordinary-E shares of £1 00 each having the rights and restrictions as set out in the proposed amendment to the Company's Articles of Association
- 2 That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority
- 3 That the Articles of Association of the Company be amended by adopting the following as a new Article 3 2
 - 3 2 As at the date of adoption of this Article the authorised share capital of the Company is £1000 divided into 640 Ordinary shares of £1 00 each and, 100 Ordinary-B shares of £1 00 each, and 10 Ordinary-C shares of £1 each and, 200 Ordinary-D shares of £1 each and, 50 Ordinary-E shares of £1 each, such shares to rank pari passu except as follows

As regards voting

The holders of the Ordinary shares shall be entitled to receive notice of and to attend and vote at general meetings of the Company The holders of the Ordinary-B shares and Ordinary-C shares and Ordinary-D shares and Ordinary-E shares shall not be entitled to receive notice of or to attend and vote at general meetings of the Company Clauses 38 and 54 in Table A shall be read and construed accordingly

As regards dividend

Each share class shall be entitled to participate in dividends. The Directors shall be entitled to recommend or declare the same dividend on each class of shares, a different dividend on each class of shares or a dividend on one class of shares but not the other. Clauses 102 to 108 (inclusive) of Table A shall be read and construed accordingly.

As regards allotment

The Ordinary-B shares and Ordinary-C shares and Ordinary-D shares and Ordinary-E shares shall only be allotted to Directors of the Company and to no other persons.

As regards transfer

The Ordinary-B shares and Ordinary-C shares and Ordinary-D shares and Ordinary-E shares shall not be capable of being transferred unless it is to full or part-time employees for nil value. In the event of the holder of Ordinary-B shares and Ordinary-C shares and Ordinary-D shares and Ordinary-E shares leaving the employment of the Company for whatever reason the shares, shall be repurchased from the employee at nil value by the Directors. In the event of an employee holding Ordinary-B shares and Ordinary-C shares and Ordinary-D shares and Ordinary-E shares dying the shares shall be repurchased by the Directors at nil value from the executor or other personal representatives of the deceased employee.

As regards capitalisation of reserves

Only the holders of Ordinary shares shall be entitled to participate in any capitalisation or bonus issue of shares. Clause 110 of Table A shall be read and construed accordingly.

As regards the sale of the Company

In the event of the Company being sold either through a share sale or an asset sale the holders of the Ordinary-B shares and Ordinary-C shares and Ordinary-D shares and Ordinary-E shares shall not be entitled to participate in the sale proceeds.

As regards capital

On a winding up or other repayment of capital, the assets of the Company (including uncalled capital at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up shall be applied in repaying the capital paid up on the Ordinary shares. Ordinary-B share holders and Ordinary-C share holders and Ordinary-D share holders and Ordinary-E share holders shall not be entitled to participate in the winding up or other repayment of capital.


Chairman