

TFN LANDSCAPES LIMITED ("the Company")

Registered in England and Wales; Company Number 04723811

The following Resolutions are passed as Special Resolutions on the 6 April 2017 by the sole Member of the Company

RESOLUTIONS

THAT the authorised but unissued Share Capital in the Company, of 900 Ordinary Shares of £1 each be subdivided into 9,000 Ordinary Shares of £0.10p each.

THAT the issued Share Capital of 100 Ordinary Shares of £1 each be sub-divided into 1,000 Ordinary Shares of £0.10p each.

THAT 2,000 of the authorised but unissued Ordinary Shares in the Company be reclassified as Ordinary A Shares subject to the following rights and restrictions:-

The Ordinary A Shares have attached to them full voting and capital distribution (including on winding up or sale) rights, and a dividend entitlement at the discretion of the holders of the Ordinary Shares. They confer no rights of redemption.

THAT 2,000 of the authorised but unissued Ordinary Shares in the Company be reclassified as Ordinary B Shares subject to the following rights and restrictions:-

The Ordinary B Shares have attached to them full voting and capital distribution (including on winding up or sale) rights, and a dividend entitlement at the discretion of the holders of the Ordinary Shares. They confer no rights of redemption.

THAT clause 5. of the Memorandum of Association be replaced with the following:-

"5. The Share Capital of the Company is £1,000 divided into 6,000 Ordinary Shares of £0.10p each, 2,000 Ordinary A shares of £0.10p each and 2,000 Ordinary B Shares of £0.10p each.

THAT the issued Share Capital in the Company be increased to £235 by the issue of a further 1,000 Ordinary Shares of £0.10p each, to rank pari passu in all respects with the existing issued Ordinary Shares in the Company; 175 Ordinary A Shares of £0.10p each to be subject to the rights and restrictions as detailed above and 175 Ordinary B Shares of £0.10p each to be subject to the rights and restrictions as detailed above.

THAT THE Directors are authorised to exercise the power of the Company to allot Shares to the amount of the authorised but unissued share capital of the Company for a period of five years from the date hereof, and that the Directors may allot, grant options over or otherwise dispose of such Shares to such persons, on such terms and in such matter as they think fit; that the maximum aggregate nominal amount of Shares which may be allotted pursuant to this authority shall be 5,000 Ordinary Shares, 2,000 Ordinary A shares and 2,000 ordinary B Shares (being the authorised but unissued Share Capital in the Company) and that this authority may be varied or revoked by an ordinary resolution of the Company

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THAT the Directors be authorised to do all such acts and agree and execute on behalf of the Company all such other documents to which the company is a part and all other documents as may be required in order to permit the Share Issue and allotment of such new Shares and generally to sign all such certificates and notices and other documents as may be required, subject to any amendments that those executing the documents on behalf of the Company see fit.

I, Thomas William Rimell, the undersigned being the authorised representative of the sole Member of the Company hereby agree that the Resolutions as set out above be passed and that the Directors be authorised and instructed to take all necessary steps to execute the Resolutions.



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Thomas William Rimell
For and on behalf of Smart Cut Limited

6 April 2017

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Dated