

WRITTEN RESOLUTIONS**- of -****TFN LANDSCAPES LIMITED ("the Company")**

The following Written Resolution of the members of the Company were duly proposed and passed on ~~11 November~~ 2022, with Resolutions 1, 2 and ~~3~~ which shall have effect as Special Resolutions and Resolutions 4 and 5 which shall have effect as Ordinary Resolutions having been passed by the required majority of eligible members and which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

1. "I, being a shareholder of the Company and entitled to vote on this resolution confirm my understanding of, and consent to the following matters:

some previous transactions relating to the share capital of the Company were agreed and intended to have taken place in or around 6th April 2017;

it has now been discovered that relevant documentation was not all put in place at that time, and accordingly the directors of the Company are asking the shareholders of the Company to confirm their understanding and consent to these matters, and, to the extent the shareholders are legally able to do so, to authorise the directors and the Company to proceed on this basis:

Special resolutions of the sole shareholder were duly passed on 6 April 2017 for the following:

- the subdivision of the issued and authorised share capital of the Company into shares of £0.10 each, the reclassification of 1,000 unissued shares as 1,000 Ordinary A Shares and the reclassification of 1,000 unissued shares as 1,000 Ordinary B Shares, the shares of each such class conferring on the holder full voting and capital distribution rights (including on a winding up) dividend entitlement at the discretion of the holders of the Ordinary Shares but conferring no rights of redemption;
- the increase of the Company's issued share capital by the issue of a further 1,000 Ordinary Shares, a further 175 Ordinary A shares and a further 175 Ordinary B shares;
- the granting of an authority to the directors of the Company to allot up to 5,000 Ordinary shares, up to 2,000 Ordinary A shares and up to 2,000 Ordinary B shares; and
- amending clause 5 of the Memorandum of Association of the Company to reflect these changes to the share capital.

The said Special Resolution and form SH02 were duly filed at Companies House in 2017, however no new set of articles containing the share class rights was prepared or adopted in 2017, nor was any printed copy of the alternation to the Memorandum of Association prepared.

2. THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification, signed by the Chairperson hereof be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all existing articles thereof.
3. THAT clauses 3 of the existing Memorandum of Association be deleted, with clause 4 being renumbered as clause 3.

ORDINARY RESOLUTION

4. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Clause 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
5. I authorise the directors of the Company to be counted in the quorum at meetings and to vote on any resolutions relevant to the above matters, notwithstanding any actual, or potential, conflict of interest, or conflict of duties, which they, or any of them, may have and, to the fullest extent I may legally do so, I authorise the Company and its directors to proceed on this basis.


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Chairperson