

Shareholders' Ordinary and Special Resolutions

Of: Lomas & Garner Limited

At a General Meeting of the Company duly convened and held

At 27A High Street, Codicote, Hertfordshire SG4 8XB

On: 28 February 2017

The following ORDINARY RESOLUTION and SPECIAL RESOLUTION were duly passed, viz:

1. Ordinary Resolution: Re-classify shares

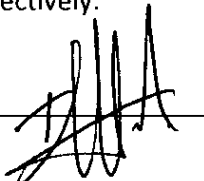
That for the purposes of section 636 of the Companies Act 2006:

- a) 15 Ordinary "A" Shares of £1.00 each in the capital of the Company be and are hereby re-classified as Ordinary "B" shares of £1.00 each in the capital of the Company; and
- b) 15 Ordinary "A" Shares of £1.00 each in the capital of the Company be and are hereby re-classified as Ordinary "C" shares of £1.00 each in the capital of the Company.

2. Special Resolution: Adopt New Articles of Association

That the new Articles of Association in the form attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association with new Ordinary shares added as the new class of shares respectively.

Signed _____



Presenter

**Chalfen Corporate Limited
19 Leyden Street
London E1 7LE**

Tel: 020 7729 8222

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006 COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

LOMAS & GARNER LIMITED

As adopted by a special resolution passed 28 February 2017

PRELIMINARY

1. (A) The regulations constituting The Companies (Model Articles) Regulations 2008 shall apply to the Company except in so far as they are excluded or varied by these Articles.

(B) Expressions in these Articles shall bear (where the context so admits) the meanings defined in The Companies (Model Articles) Regulations 2008.

DIRECTORS

2. When the Company has a sole director, the director shall conduct business in accordance with Regulations 7 and 8 of Part 2 of the Model Articles described in 1 (A) above. In this respect all decisions of the sole director shall be regarded as unanimous decisions of the Board of Directors and any regulations relating to quorums at meetings shall not apply.
3. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to a maximum but shall not be less than one.

SHARES

4. Regulation 21 (1) of Part 3 of the Model Articles shall not apply to the Company.
5. The Ordinary "A" shares, Ordinary "B" shares and Ordinary "C" shares will have the following prescribed rights attached to them respectively: -

VOTING

The holders of Ordinary "A" shares, Ordinary "B" shares and Ordinary "C" shares shall have one vote, and on a poll every member present in person or by proxy at meetings holding Ordinary "A" shares, Ordinary "B" shares and Ordinary "C" shares shall have one vote for each such share of which he is the holder.

RIGHT TO ATTEND GENERAL MEETINGS

The holders of Ordinary "A" shares, Ordinary "B" shares and Ordinary "C" shares shall be entitled to notice of meetings and to attend and vote thereat.

DIVIDENDS

The directors shall have the right to declare dividends at different rates, or declare no dividend in respect of any or each class of shares.

6. Regulation 24 (5) of Part 3 of the Model Articles shall be amended to read "Share Certificates must contain 2 signatures of officers of the Company, or if the Company has a sole director and no secretary, the certificate

should contain a witness to the directors signature, or if a seal is in use, to contain the impression of the common seal of the Company in addition to the directors signature”.

7. Subject to the provisions of the Act, shares may with the sanction of an ordinary resolution be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by special resolution determine, provided that no redeemable shares may be issued if at the time there are no issued shares of the Company which are not redeemable.
8. Subject to the provisions of the Act, the Company may purchase its own shares.

ORGANISATION OF GENERAL MEETINGS

9. Regulation 38 of Part 4 of the Model Articles shall in addition contain the following at the end of the current wording “Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum”.
10. A resolution put to the vote shall be decided on a show of hands, unless any person authorised to take part and vote at the meeting shall demand a poll at any time prior to the show of hands taking place.

MEANS OF COMMUNICATION

11. In accordance with Regulation 48 of the Model Articles any communication sent by any instant electronic or other means capable of being received by the person to whom the communication was made, shall be deemed to have been received within 4 hours of the transmission being made. References to “communication” and “electronic communication” shall have the meaning attributed to them by the Electronic Communications Act 2000.

LIEN

12. The Company shall have a first and paramount lien on all shares, whether fully paid or not, for all moneys, whether presently payable or not, registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The directors may declare any shares to be wholly or partially exempt from the provisions of this regulation.

SEAL

13. The Company shall not be required to hold a company seal, but can, at the discretion of the directors determine to do so.

TRANSFER OF SHARES

14. The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares.

MEMBERS

15. The liability of the members is limited to the amount, if any, unpaid on any shares held by them regardless of class and denomination.

SOLE MEMBERS

16. The directors of the Company shall cause a written record to be entered into the minute book of the Company of all decisions taken by a sole member under the provisions of these Articles.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

17. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or

breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

18. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director regarding that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.