



A01 \*A63RMOHT\* 06/04/2017 #385  
COMPANIES HOUSE

COMPANY NUMBER: 07072558

PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION

Of

**APEX CONSTRUCTION AND DEVELOPMENTS LIMITED (the "Company")**

Circulation Date: 14/3 2017

Pursuant to Chapter 2 of Part 13 of the Company's Act 2006, the Directors of the Company propose that the following resolutions are passed as an Ordinary Resolution and a Special Resolution (the "Resolutions").

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company make the following resolutions of the Company which will, in accordance with Section 288 (5) of the Companies Act 2006, will be valid and affective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held: -

### ORDINARY RESOLUTION

That, in accordance with the Companies Act 2006, the members approve the following:-

- 1 That a new class of shares, to be known as "B Ordinary Shares, having the rights but being subject to the restrictions set out in Article 7A of the Company's Articles of Association as proposed to be amended by Resolution 2 below, be created in the capital of the Company.

### SPECIAL RESOLUTION

That, in accordance with the Companies Act 2006, the members approve the following:-

- 2 That the Articles of Association be modified by deleting articles 7A1 and 7A2 (a) to (c). article 23.3 and 23.14(ii) in their entirety and inserting the following:

"7A 1 The issued share capital of the Company may comprise ordinary shares of £1 each ("the Ordinary Shares"), A Shares of £1 each ("A Shares") and B Shares of £1 each ("B Shares") each of which shall have the rights and be subject to the restrictions set out in Article 7A 2. For the avoidance of doubt, the entire issued capital of the Company cannot at any time consist solely of A Shares and B Shares.

7A 2 The rights conferred by the Ordinary shares, the A Shares and the B Shares (together "Shares") shall be as follows –

- a) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be paid to the holders of the Ordinary Shares and to the holders of the A Shares and B Shares in each case as a class at such respective rates (if any) as a majority of holder of the Ordinary Shares voting as a class shall determine and so that a dividend or dividends may be declared on the Ordinary Shares to the exclusion of the A Shares and the B Shares and vice versa or that dividends at different rates may be declared on the Ordinary Shares, the A Shares and B Shares respectively.
- b) As regards capital: on a return of assets on liquidation, reduction of capital or otherwise, the surplus of the assets of the Company, after payment of its liabilities, shall be paid in the following amounts:
  - i. to the holders of the A Shares and B Shares the amount paid thereon (and only that amount); and
  - ii. to the holders of the Ordinary Shares the balance;
- c) as regards voting: every holder of Ordinary Shares on a show of hands who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative not being himself a member, or by proxy, shall have one vote and, on a poll, every holder of Ordinary Shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by a proxy shall have one vote for every Ordinary Share which he is a holder. In the case of a corporation, a director, or the Secretary thereof, shall be deemed to be duly authorised representative for the purpose of this paragraph. The holders of the A Shares and B Shares shall not be entitled to attend, count in a quorum at or vote at general meetings of the Company or to vote on written resolutions of the Company in relation to their A Shares or B Shares.

23.3 If a holder of any A Shares or B Shares ceases to be a Qualifying Member then the directors may, within 6 months of the occurrence of that event coming to their notice, resolve that by reason of such an event the member in question shall be deemed to have given on the date of the passing of such resolution of the directors a Transfer Notice (as defined in Article 23.4) in respect of all A Shares and B Shares held by that member (and so that such Transfer Notice shall be deemed to supersede any Transfer Notice that may previously have been served by such member in relation to such A Shares or B Shares as the case may be) and the directors shall notify such member promptly of the passing of such resolution by them. The provisions of Article 23.6 and 23.10 shall not apply to a Transfer Notice deemed to have been given pursuant to the provisions of this Article 23.3.

23.14(ii) the fair price of all the A Shares and B Shares comprised in a Transfer Notice shall be the sum of £1 per share.

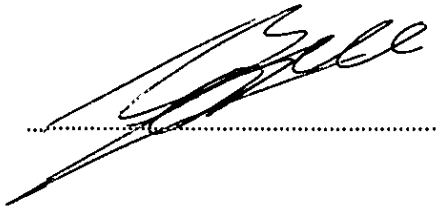
## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on  
irrevocably agrees to the Resolution;

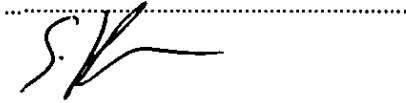
2017, hereby

Signed by Alexander Leslie



Date: 14/3/17

Signed by Stephen Higginson



Date: 14/3/17

#### NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it by hand or by post to James Cranshaw at Butcher & Barlow LLP, 3 Royal Mews, Gadbrook Park, Northwich, CW9 7UD.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to apply.

- 2 Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- 3 Unless, by 2017, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution please ensure that your agreement reaches us before or during this date.