

## Companies Act 2006

### **Rosebourne Limited (the "Company")**

Company number: 09002169

Resolutions of the Company passed on

6 July 2017

WEDNESDAY



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09/08/2017

#464

COMPANIES HOUSE

By resolution passed at the Annual General Meeting of the Company the following resolutions were duly passed.

### **Special Resolutions**

#### **AUTHORITY TO ALLOT ORDINARY SHARES**

1. **THAT**, in addition to all existing powers, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot Ordinary Shares in the Company up to an aggregate nominal amount of £4 million provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

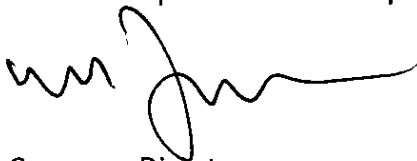
#### **AUTHORITY TO ALLOT B ORDINARY SHARES**

2. **THAT**, in addition to all existing powers, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot B Ordinary Shares in the Company up to an aggregate nominal amount of £2,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

### **TO DISAPPLY PRE-EMPTION RIGHTS**

3. **THAT**, in addition to all existing powers, the Directors be empowered:
1. to allot Ordinary Shares and grant rights to subscribe for Ordinary Shares pursuant to the authority conferred by Special Resolution 1 above as if the pre-emption rights set out in articles 20.3 to 20.6 (inclusive) of the Articles did not apply to such allotment provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £4 million; and
  2. to allot B Ordinary Shares and grant rights to subscribe for B Ordinary Shares pursuant to the authority conferred by Special Resolution 2 above as if the pre-emption rights set out in articles 20.3 to 20.6 (inclusive) of the Articles of Association did not apply to such allotment provided that this power shall be limited to the allotment of B Ordinary Shares up to an aggregate nominal amount of £2,500;

and shall expire on 30 June 2018, or, if earlier, the conclusion of the next Annual General Meeting of the company, unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares and/or B Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares and/or B Ordinary Shares in pursuance of such offer or agreement as if this power had not expired.



Company Director

18 July 2017