

**Company number 09571577**  
**COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS**  
**of**  
**BIG NEWCO LIMITED (Company)**

Passed 19 February 2016

The following resolutions were duly passed as special resolutions on 19 February 2016 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTIONS**

- 1 THAT (i) the 1,000 Ordinary Shares of £0 01 held by Kristina Fairhurst be re-designated as A Ordinary Shares and (ii) the 9,000 Ordinary Shares of £0 01 held by all other shareholders be re-designated as B Ordinary Shares, in each case with the rights set out in the Company's Articles of Association as amended by Resolution 2 and
- 2 THAT the Company's Articles of Association (being the model articles for private companies limited by shares) be amended by the insertion of the following new Article 22A

(1) *The issued share capital of the Company is £100 divided into 1,000 A Ordinary Shares of £0 01 each and 9,000 B Ordinary Shares of £0 01 each*

(2) *Each class of shares issued from time to time shall rank pari passu save as specifically provided otherwise at the time of their issue or in these Articles*

(3) *In respect of dividends*

(a) *Every ordinary resolution by which a dividend is declared may direct that such dividend shall be paid in respect of one or more classes of share to the exclusion of other classes or in respect of all classes of shares*

(b) *Where a dividend is declared in respect of more than one class of shares, the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable,*

(c) *When paying interim dividends, the Directors may make payments to one or more classes of share to the exclusion of other classes or to all classes of shares. When making such payments the Directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable*

(4) *The A Ordinary Shares shall automatically convert to Ordinary Shares on their transfer by the holder at the date of adoption of this article to any other person*

Signed



Company secretary

WEDNESDAY



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13/04/2016

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COMPANIES HOUSE