

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION**

**BEACON PROPERTIES 2016 LTD
COMPANY NUMBER: 10425645
CHANGE OF ARTICLES OF ASSOCIATION**

In accordance with section 21(1) and chapter 2 of part 13 of the Companies Act 2006, the director(s) of the Company proposed the passing of the resolution set out in paragraphs 1 to 4 inclusive as a special resolution (the Resolution); and,

The undersigned members of the Company, being members entitled to vote on the resolutions as if they had been proposed at a general meeting at which they were present, resolved in accordance with section 21(1) and chapter 2 of part 13 of the Companies Act 2006, to revoke the previously submitted Articles of Association and to adopt the New Model Articles and the following resolution as a special resolution with effect from 19-06-2023

Particulars of Special Resolution

That the Model Articles for Private Companies Limited by Shares (last updated in September 2018- <https://www.gov.uk/government/publications/model-articles-for-private-companies-limited-by-shares/model-articles-for-private-companies-limited-by-shares#methods>) be amended and modified as follows:

1. By inserting the following sentence in sub-paragraph 11 (2) so that it becomes incorporated into the paragraph:

'If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business and any other matter that is the subject of the meeting and voted upon in these circumstances shall be one.'

2. By inserting in paragraph 14, 'Conflicts of Interest', two sub-paragraphs in the following terms:

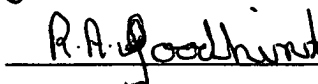
**BEACON PROPERTIES 2016 LTD
COMPANY NUMBER: 10425645**

DATED: 19.06.2023

John Coulton Goodhind-



Rosamund Ann Goodhind-



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a. Paragraph 14(4)(d)-

(d) any other matter which the directors, or sole director, having received full disclosure and notice of the matter in question beforehand, whether in writing or by any other means, regard as being in the commercial interest of the company, whether such a matter gives rise to any actual or potential conflict of interest, and whether such a matter would involve the director breaching his duty under s175 of CA2006 (to avoid conflicts of interests) and s.177 of CA2006 (to declare interest in proposed transaction or arrangement).

b. Paragraph 14 (8)-

(8) Paragraphs (6) and (7) above shall not apply where a company has a sole director.

3. By inserting in paragraph 17, 'Methods of appointing directors', sub-paragraph 17 (5) in the following terms:

(5) Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.

4. By replacing paragraph 17 (2) as follows:

17 (2) In any case where, as a result of death, the company has no shareholders and no directors, Sarah Jane Flint will be appointed as a replacement director with immediate effect. If the above named individual is unable or unwilling to act, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

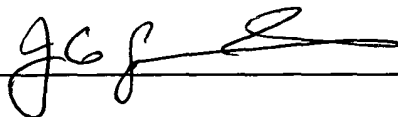
5. By inserting paragraph 17 (4) as follows:

17 (4) In the event that the personal representative, or personal representatives, if they number more than one, are unable to reach

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agreement on the appointment of the replacement director, or if the appointment of the replacement director does not take place within the **Requisite Period**, being 21 days from the date of the death of the aforementioned director, then a director of the **One Consultancy Group Ltd** (company number 12357431) will have the power to appoint the replacement director within 28 days from the receipt of notification of the death of the director and after the elapse of the **Requisite Period**, such appointment to be notified to the personal representatives, Companies House, and any other interested or relevant body or institution, in writing by email, correspondence or otherwise.

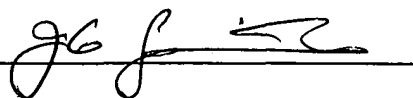
6. That the articles of association of the Company shall accordingly adopt and incorporate the numbering of the above particularized paragraphs.

We, the undersigned members of the Company being entitled to vote on the Resolution, hereby confirm our agreement to the above Resolution being passed.

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