

Company number: 10670252

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**BLENDS HOLDINGS LIMITED (the "Company")**

Circulation Date: *1st March* 2019

TUESDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as both ordinary and special resolutions (the "Resolutions").

**ORDINARY RESOLUTION**

1. **THAT** each of the following shares (together being the entire issued share capital of the Company) by sub-divided from £1.00 shares into £0.10 shares as further detailed in the table below:

Ann Rowark	49 A Ordinary Shares of £1.00 each	490 A Ordinary Shares of £0.10 each
Michael David Rowark	49 A Ordinary Shares of £1.00 each	490 A Ordinary Shares of £0.10 each
Phillip William Rowark	1 C Ordinary Share of £1.00	10 C Ordinary Shares of £0.10 each
Michael Robert Rowark	1 B Ordinary Share of £1.00	10 B Ordinary Shares of £0.10 each

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of resolution 1 above, the current articles of association of the Company be amended to introduce two new classes of shares in substitution for and replacement of the current classes of shares (each of the Ordinary A Shares, the Ordinary B Shares and the Ordinary C Shares) in the capital of the Company, as further detailed overleaf.

<b>I CERTIFY THIS IS A TRUE COPY OF THE ORIGINAL</b>	
Freeman Fisher LLP Level 10, Tower 12 18-22 Bridge Street Manchester M3 3BZ T 0161 835 9090	SIGNED <i>[Signature]</i>
	PRINT NAME <i>m. BROWN</i>
	DATE <i>08 / 03 / 19</i>

FC Ordinary Shares of £0.10 each	Each FC Ordinary Share will only have voting rights, dividend rights and rights on a return of capital solely in relation to the Flavours and Colours division of the business owned and operated by the Company
G Ordinary Shares of £0.10 each	Each G Ordinary Share will only have voting rights, dividend rights and rights on a return of capital solely in relation to the Commodities and Glycerin division of the business owned and operated by the Company's wholly-owned subsidiary, Blends Limited (CRN: 03537679

3. **THAT** subject to the passing of resolutions 1 and 2 above, the existing issued share capital in the Company be reclassified as follows:

- (a) 245 of the A Ordinary Shares of £0.10 each registered in the name of Michael David Rowark be reclassified as 245 FC Ordinary Shares of £0.10 each;
- (b) 245 of the A Ordinary Shares of £0.10 each registered in the name of Michael David Rowark be re-classified as 245 G Ordinary Shares of £0.10 each;
- (c) 245 of the A Ordinary Shares of £0.10 each registered in the name of Ann Rowark be reclassified as 245 FC Shares of £0.10 each;
- (d) 245 of the A Ordinary Shares of £0.10 each registered in the name of Ann Rowark be re-classified as 245 G Shares of £0.10 each;
- (e) 5 of the B Ordinary Shares of £0.10 each registered in the name of Michael Robert Rowark be reclassified as 5 FC Shares of £0.10 each;
- (f) 5 of the B Ordinary Shares of £0.10 each registered in the name of Michael Robert Rowark be reclassified as 5 G Shares of £0.10 each;
- (g) 5 of the C Ordinary Shares of £0.10 each registered in the name of Phillip William Rowark be reclassified as 5 FC Shares of £0.10 each; and
- (h) 5 of the C Ordinary Shares of £0.10 each registered in the name of Phillip William Rowark be reclassified as 5 G Shares of £0.10 each,

with each such class of shares having the rights and being subject to the restrictions set out in the Company's new articles of association (adopted and attached hereto), as amended pursuant to resolution 2 above.

## AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.

Signed by **MICHAEL DAVID ROWARK**

*M.D. Rowark.*

Date

*1st March 2019*

Signed by **ANN ROWARK**

*A Rowark*

Date

*1st March 2019*

Signed by **MICHAEL ROBERT ROWARK**

*Rowark.*

Date

*1st March 2019*

Signed by **PHILLIP WILLIAM ROWARK**

*Rowark*

Date

*1st March 2019*

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

**By Hand:** delivering the signed copy to Gary Black, Freeman Fisher LLP, Level 10, Tower 12, 18-22 Bridge Street, Manchester, M3 3BZ.

**Post:** returning the signed copy by post to Gary Black, Freeman Fisher LLP, Level 10, Tower 12, 18-22 Bridge Street, Manchester, M3 3BZ.

**By Email:** by attaching a scanned copy of the signed document to an email and sending it to [gblack@freemanfisher.com](mailto:gblack@freemanfisher.com). Please type "Resolutions Blends" in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days beginning on the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.