

Company Number: 10736803

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**OCULUS WEALTH MANAGEMENT (WILTSHIRE) LIMITED**

**("THE COMPANY")**

WEDNESDAY



A07

\*A6645MWO\*

10/05/2017

#80

COMPANIES HOUSE

**CIRCULATION DATE:** 24 APRIL 2017

Pursuant to Chapter 2 of part 13 of the Companies Act 2006, the Directors of the Company propose that:

- Resolution 1 is passed as a special resolution (the "Special Resolution")

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

**SPECIAL RESOLUTION**

**Articles of Association**

1. THAT, the Company's Articles of Association be altered by the insertion of a new Article 54 as follows:

**54. – (1)** The share capital of the Company is comprised of 'A' ordinary Shares of £1 each, 'B' ordinary shares of £1 each and 'C' ordinary shares of £1 each.

**(2)** The rights of the 'A' ordinary Shares (also referred to as "ordinary shares") are set out in the remainder of these Articles.

**(3)** The only rights attaching to the 'B' and 'C' ordinary shares are set out in this Article 54.3 namely:

**54.3.1** On a return of assets (whether on liquidation, capital reduction or otherwise), the assets of the Company remaining after the payment of its liabilities shall be distributed pari passu amongst the 'A' ordinary Shareholders and the Holders of the 'B' and 'C' ordinary shares according to the amount paid up or credited as paid up in respect of the nominal value on each share;

**54.3.2** The 'B' and 'C' ordinary shares shall be freely transferrable by the Holder thereof and shall not be subject to any of the provisions relating to transfers of Shares in these Articles;

**54.3.3** The 'B' and 'C' ordinary shares are non-voting shares and the Holders of the 'B' and 'C' ordinary shares shall not be entitled to notice of nor to attend any general meeting of the Company by reason of holding any 'B' and 'C' ordinary shares; and

54.3.4 Dividends may be paid to the Holders of 'B' and 'C' ordinary shares from time to time by the Directors of the Company as they see fit.

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

The undersigned, persons entitled to vote on the Resolution set out above on the Circulation Date, hereby irrevocably agree to the Resolution:



**Mr Michael Clive Stannard**

24 / 4 / 17

**Date**



**Mrs Karen Anne Masi**

24 / 4 / 17

**Date**

## **NOTES**

1. If you agree with all of the Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Date").
2. If you do not agree with the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution is passed when the required majority of eligible members have signified their agreement to it.
5. If the Resolution is not passed by the Lapse Date it will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolution will be ineffective.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.