

# SEPARATOR SHEET

COMPANIES HOUSE BARCODE

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05/02/2021

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COMPANIES HOUSE

Company number 11248275

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Avondale and Waverley House Rhosneigr Ltd (**Company**)

Circulated the 28<sup>th</sup> day of January 2021

We hereby certify this document to be a true copy of the original

Signed

Dated

JOLLIFFE & Co. LLP

03-02-2021

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the resolution below are passed as ordinary and special resolutions (together **Resolutions**).

#### ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the CA 2006, and article 22(1) of the Company's articles of association, 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 £200.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being 14 days after the passing of these Resolutions.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. THAT the Company be permitted to create a new class of 'B ordinary shares' which will have the rights and be subject to the restrictions as set out in the articles of association of the Company, to be adopted pursuant to resolution 4, below.

#### SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £200; and
  - b. expire on the date being 14 days after the passing of these Resolutions (unless renewed, varied or revoked by the Company prior to or on that date).

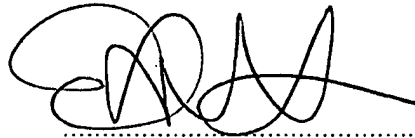
4. THAT, the draft articles of association attached to these written resolutions be adopted as articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

#### **AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions on the date these Resolutions were circulated, hereby irrevocably agrees to the Resolutions:

Signed by **ERRAJI CAPITAL LIMITED**  
acting by a Director, **EMMA**  
**ELIZABETH SCOTT**



Date

28-01-2021

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 Jolliffe & Co LLP, 6 St John Street, Chester, CH1 1DA.
- **Post:** returning the signed copy by post to Jolliffe & Co LLP, 6 St John Street, Chester, CH1 1DA.

If you do not agree to all of 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 by the date being 28 days after the circulation date of these Resolutions, 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.

4. 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.

5. 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.