

Memorial Forest Limited
(Registered in England - No. 11778360)

(the Company)

SPECIAL RESOLUTIONS

On 4 December 2019, the following special resolutions were duly passed as a written resolutions in accordance with the requirements of sections 288 to 300 Companies Act 2006 (CA 2006) by the requisite majority of members of the Company as special resolutions in accordance with section 283 CA 2006.

SPECIAL RESOLUTIONS

(1) THAT, the 100 ordinary shares of £1 each in the issued share capital of the Company be sub-divided into 100,000 ordinary shares of £0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1 each in the capital of the Company as set out in the Company's articles of association for the time being.

(2) THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company, or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 5 December 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006.

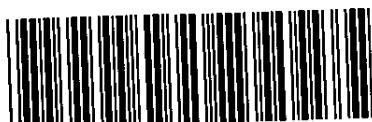
(3) THAT, subject to the passing of resolution (2) and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution (2), as if section 561(1) of the CA 2006 did 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 £20; and
- (B) expire on 31 March 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

COMPANIES HOUSE


Alexander Jovy, Director

SATURDAY



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14/12/2019