

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**CANDA COPYING HOLDINGS LIMITED**

Company Number 13616752

("the Company")

Circulation Date 6 October 2021

Passed on 6 October 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the member(s) of the Company propose that the resolutions below are passed as ordinary and special resolutions ("Resolutions").

**SPECIAL RESOLUTIONS**

1. THAT the 1 ordinary share of £1.00 in the capital of the Company held by Caroline Mary Elizabeth Mosley be and is hereby reclassified as 1 A ordinary share of £1.00 having the rights and being subject to the restrictions set out in the articles of association of the Company as amended pursuant to resolution 2 below.
2. THAT a new article 21A be inserted in the articles of association of the Company having the following wording:

"21A.1 The share capital of the Company comprises:

21A.1.1 A ordinary Shares of £1.00 each in the capital of the Company ("A Shares"); and

21A.1.2 B ordinary Shares of £1.00 each in the capital of the Company ("B Shares").

21A.2 Subject to the provisions of Part 23 of the Companies Act 2006, article 21A.3 and as provided in Articles 30 to 35 (inclusive) of the Model Articles:

21A.2.1 dividends may be declared and paid in respect of one class of shares to the exclusion of the other class of classes or in respect of all classes of shares;

21A.2.2 where a dividend is declared in respect of more than one class of shares the Company may by ordinary resolution differentiate between such classes as to the amount or percentage of dividend payable, but in default, the shares in each such class shall be deemed to rank pari passu in all respects as if they constituted one class of shares;

21A.2.3 when paying interim dividends, the directors may make payments in respect of one or more classes of shares to the exclusion of the other classes or to all classes of shares and when making such payments, the directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable.

21A.3 The shares in the capital of the Company shall carry the following rights:

21A.3.1 the A Shares shall confer on their holders all capital, voting and income rights of the Company in relation to the trade, goodwill and related assets of the printer/copier business operated by the Company and/or its subsidiaries (but excluding all freehold and leasehold property rights and interests); and

21A.3.2 the B Shares shall confer on their holders all capital, voting and income rights of the Company in respect of all other assets of the Company.

21A.4 The Company shall:

21A.4.1 procure that the Company's records and accounts shall be operated so that the assets attributable to the A Shares and B Shares respectively and any expenses or liabilities attributable to each share class can, at all times, be separately identified and that such separate accounts as may in the opinion of the directors be desirable for the purpose shall be created and maintained in the books of the Company for the assets and liabilities attributable to the A Shares and B Shares respectively;

21A.4.2 procure that all increases in or diminution in value of the investments and all assets, income, earnings, liabilities, expenses and costs arising on or in relation to the assets attributable to the A Shares only or the B Shares only (as the case may be) shall be applied to the account of or treated as assets attributable to that class of share only and shall be kept separate from all assets, income earnings, liabilities, expenses and costs attributable to any other class of share;

21A.4.3 procure that any assets, income, earnings, liabilities, expenses and costs arising on or attributable to the Company as a whole or to all classes of shares shall be allocated between the classes of shares as deemed (in their sole discretion) appropriate by the directors but which, in the absence of a directors' resolution to the contrary, shall be allocated pro rata to the net asset value of the assets attributable to the A Shares and B Shares respectively;

21A.4.4 in the case of any assets or liabilities of the Company that the directors do not consider have been allocated under the foregoing provisions of this article 21A.4, allocate such amount to such relevant account or accounts as the directors deem appropriate;

21A.4.5 if as a result of a creditor proceeding against certain of the assets of the Company or otherwise, a liability or expense would be borne in a different manner from that which it would have been borne under this article 21A.4 or otherwise, where the directors in their discretion deem it fair and equitable, the Company may transfer assets to and from any of the relevant accounts;

21A.4.6 subject to the provisions of the Companies Acts, be entitled to and treat the A Shares and B Shares as if they were shares in a separate company and as if the assets and investments attributable to the different share classes respectively constituted assets and liabilities of a separate limited liability company;

21A.4.7 if any question shall arise as to whether any investment, cash or other asset or any cost, expense or liability of the Company is attributable to the assets attributable to the A Shares or B Shares, or in what proportion any of the same is attributable between the assets of such share classes or any of them, the directors shall decide on the matter and that decision shall be binding on the Company and its members;

21A.4.8 on a winding up or on any return of capital, the capital assets of the Company shall be applied as follows:

21A.4.8.1 the assets attributable to the A Shares shall be divided amongst the holders of the A Shares pro rata according to their holdings of A Shares; and

21A.4.8.2 the assets attributable to the B Shares shall be divided amongst the holders of the B Shares pro rata according to their holdings of B Shares.

21A.5 Article 36(1)(a) of the Model Articles shall be amended by the insertion of the words "or merger reserve" at the end of that article."

#### ORDINARY RESOLUTION

3. THAT the directors of the Company be authorised to allot and issue up to £21,594,999 in nominal value of ordinary shares of any class on such terms as they think fit during the period of 28 days commencing on the date of this resolution.

#### SPECIAL RESOLUTION

4. Articles 22.2 to 22.4 inclusive of the articles of association of the Company shall not apply to shares allotted or issued or proposed to be allotted or issued pursuant to the authority given by resolution 3 above.

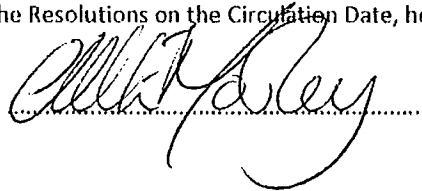
#### AGREEMENT

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

The undersigned, being person(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by CAROLINE MARY ELIZABETH MOSLEY

Date: 6 October 2021



#### NOTES

1. You can agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. 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 methods:

- By Hand: delivering the signed copy to The Directors, Canda Copying Holdings Limited, 2nd Floor, Refuge House, 33-37 Watergate Row, Chester, CH1 2LE.
- By Post: returning the signed copy by post to The Directors, Canda Copying Holdings Limited, 2nd Floor, Refuge House, 33-37 Watergate Row, Chester, CH1 2LE.

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 of the Circulation Date sufficient agreement has been 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.