

Company number: 00381005

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WILDMAN & BUGBY LIMITED (the "Company")

Company registered office: UNIT 3A SANDERS LODGE INDUSTRIAL ESTATE,
RUSHDEN, NORTHAMPTONSHIRE, NN10 6BQ

WRITTEN RESOLUTIONS OF THE MEMBERS

CIRCULATION DATE: 26th April 2019 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

Resolutions 1 and 2 below are passed as ordinary resolutions ("**Ordinary Resolutions**"); and

Resolution 3 below is passed as special resolutions ("**Special Resolutions**")

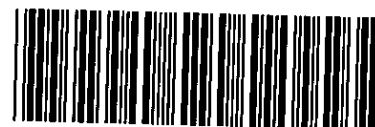
ORDINARY RESOLUTIONS

1. **THAT** 8,251 Ordinary shares of £1.00 each in the capital of the Company registered in the name of Peter Stuart Wildman, be converted into, and redesignated as, Ordinary A shares of £1.00 each having the rights and being subject to the restrictions set out in the Company's articles of association, as adopted by resolution 3 below.
2. **THAT** 8,250 Ordinary shares of £1.00 each in the capital of the Company registered in the name of Ashley Richard Wildman, be converted into, and redesignated as, Ordinary B shares of £1.00 each having the rights and being subject to the restrictions set out in the Company's articles of association, as adopted by resolution 3 below.
3. **THAT** the articles of association of the Company in the form of the printed document annexed to this resolution be amended that Clause 5 be substituted for and to the entire exclusion of the existing Clause 5 as set out below.

"5.a The current share capital is £16,501, divided into 8,251 Ordinary A shares of £1.00 each, and 8,250 Ordinary B shares of £1.00 each.

5.b Except as otherwise provided in these Articles the Ordinary A shares and the Ordinary B shares shall rank pari passu in all respects but shall constitute separate classes of shares."

TUESDAY




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COMPANIES HOUSE

AGREEMENT TO THE RESOLUTIONS

Please read the notes below before signifying your agreement to the Ordinary Resolutions and Special Resolution.

The undersigned, being members of the Company and entitled to vote on the above resolutions on the Circulation Date, hereby agree to the above Ordinary Resolutions and Special Resolution:

Signed 

Peter Stuart Wildman

Date 26-04-19

Signed 

Ashley Richard Wildman

Date 26-04-19

NOTES

1. 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 methods:

- **by hand:** delivering the signed copy to Unit 3 Sanders Lodge Industrial Estate, Rushden, Northamptonshire, NN10 6BQ.
- **post:** returning the signed copy by post to Unit 3 Sanders Lodge Industrial Estate, Rushden, Northamptonshire, NN10 6BQ.

You can choose to agree to both of the Ordinary Resolutions and the Special Resolution or none of them but you cannot agree to only some of the resolutions. 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. If you agree to the resolutions, please ensure that your agreement reaches us before the date at the end of the period of 28 days beginning with the Circulation Date. The resolutions will lapse if sufficient agreement for the resolutions has not been received by that time.

Hammond
Bridges

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Act 1929 (hereinafter referred to as 'Table "A"') shall apply to the Company.
2. Clauses 19, 45, 47, 48, 50, 53, 54, 59, 61, 64, 65, 66, 69, 72, 82 and 101 of Table "A" shall not apply to the Company, but the clauses hereinafter contained, and remaining Clauses of Table "A", subject to the modifications hereinafter expressed; shall constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the company (not including persons who, are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES

4. In Clause 2 of Table "A" the words "Ordinary Resolutions" shall be substituted for the words "Special Resolution" where those words first occur.
5. (a) *The current share capital is £16,501, divided into 8,251 Ordinary A shares of £1.00 each, and 8,250 Ordinary B shares of £1.00 each.*
- (b) *Except as otherwise provided in these Articles the Ordinary A shares and the Ordinary B shares shall rank pari passu in all respects, but shall constitute separate classes of shares.*

6. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 3 hereof and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.
7. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheet, and annual returns of the Company as required by Sections 44 and 108 of the same Act.
8. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES

9. A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor, subject to Articles 3 and 10 hereof.
10. The Directors may refuse to register any transfer of a share (A) where the Company has a lien on the share; or (B) where the Directors are not of an opinion that it is desirable to admit the proposed transferee to membership. The Directors shall so refuse in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.
12. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director present, or if all Directors present decline to take the chair, they shall choose some member present to be Chairman of the Meeting.
13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or after the declaration of the result of the show of hands) demanded by the Chairman or by at least two members entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
15. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
15. Where a Special Resolution is proposed to be passed, the two meetings may be convened by one notice, and it shall be no objection to that notice that it only convenes the second meeting contingently on the resolution being passed at the first meeting by the necessary majority.

VOTES OF MEMBERS

16. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote for every share held by him.
17. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he is appointed to act at that meeting as

proxy for or representative of a corporation, but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

DIRECTORS

18. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than four. The following shall be the first Directors of the Company, that is to say :- James Donovan Bugby of 85, Newton Road and Cecil Roland Wildman of 31, St. Mary's Avenue both in Rushden in the County of Northampton and they each shall be entitled , subject to Article 19 hereof, so long as he holds not less than 1,000 ordinary shares, and whilst holding office by virtue of this provision shall be called a permanent Director, and shall be entitled to hold office as such, subject as is hereinafter provided, so long as he shall live.
19. The following provisions as to a permanent Director howsoever appointed shall have effect :-
1. He shall vacate the office of permanent Director if and when he ceases to hold a special qualification as hereinbefore defined, and is requested by the Company in General Meeting to resign or ceases to be employed by the Company.
 2. Clauses 73, 74, 77 and 80 of Table "A" shall not apply to any Permanent Director of the Company.
20. The Company in General Meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors, and any such remuneration shall be divided amongst them as they may agree, or failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.
21. The qualification of a Director, other than a permanent Director, shall be holding of shares of the Company of the aggregate nominal value of at least £10, and it shall be his duty to comply with the provisions of Section 141 of the Companies Act 1929. A Director may act before acquiring his qualifications.

POWERS AND DUTIES OF DIRECTOR

22. Clause 68 of Table "A" shall be modified by omitting therefrom all the words therein after the words "from any cause to be a Director".
23. The Directors from time to time, and at any time may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or

Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929, and those powers shall accordingly be exercisable by the Directors.

24. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

BORROWING POWERS

25. The Directors may, from time to time, at their discretion, borrow or secure the payment of any sum or sums of money for the purposes of the Company.
26. The Directors may raise or secure the prepayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

DISQUALIFICATION OF DIRECTORS

27. The office of a Director shall be vacated :-
1. If by notice in writing to the Company he resigns the office of Director.
 2. If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.
 3. If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
 4. If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
 5. If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.
 6. If he is found lunatic or becomes of unsound mind.

- ~~28~~. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration, tenure of office, and otherwise as may be determined by the Board.
- ~~29~~. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to the Agreements referred to in Article 3 or any matter arising thereout, or to any contract or arrangements for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any Company in which this Company is interested, and it may at anytime be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meetings.

PROCEEDINGS OF DIRECTORS

- ~~29~~. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.
- ~~30~~. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY

- ~~31~~. The Directors from time to time, and at any time, shall appoint a person as Secretary of the Company, and if they so think fit, as Assistant Secretary of the Company, and may from time to time appoint a person to act temporarily as substitute for either Officer of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Officer of the Company in whose place he is appointed.

ACCOUNTS

- ~~32~~. At the Ordinary Meeting in every year the Directors shall lay before the Company a profit and loss account and a balance sheet, containing a summary of the property and liabilities of the Company, made up to a date not more than six months before the

meeting from the date up to which the last preceding account and balance sheet were made up, and in the case of the first account and balance sheet from the incorporation of the Company, and such balance sheet and account shall comply with the provisions of Sections 123 and 129 of the Companies Act, but the Directors shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than they may deem expedient, and if the Company has issued redeemable preference shares, the Company shall comply with the provisions of Section 43 of the Companies Act

- ~~34~~ A true copy of every such account, balance sheet and report shall, seven days previously to the meeting, be served on each of the registered holders of first preference shares in the manner in which notices are directed to be served.

WINDING UP

- ~~35~~ In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY

- ~~36~~ Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (C) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.