

Company Number 00601845

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MINER'S INTERNATIONAL LIMITED ("Company")

Date: 31 August 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that resolutions 1 and 2 below be passed as an ordinary resolutions and that resolution 3 below be passed as a special resolution (the "Resolutions").

ORDINARY RESOLUTIONS

- 1 THAT the 1 Ordinary share of £1.00 each issued in the capital of the Company be sub-divided into 10,000 Ordinary shares of £0.0001 each.
- 2 THAT subject to the passing of Resolution 1, and in accordance with section 636 of the Companies Act 2006 the 10,000 Ordinary Shares of £0.0001 each currently in issue held by Paul Murray be re-designated as 10,000 A Ordinary Shares of £0.0001 each and having the rights and being subject to the restrictions set out in the New Articles (as defined below);

SPECIAL RESOLUTION

- 3 THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association (the "New Articles").

Agreement

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

The undersigned, entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agreed to the Resolutions:



Paul Murray



31.08.2017  
Date

## NOTES

1. If you agree to 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 registered office.

**Post:** returning the signed copy by post to the registered office.

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, by 28 days following 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.

Company number 00601845

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MINER'S INTERNATIONAL LIMITED (the "Company")

(Adopted by special resolution passed on 31 August 2017)

## 1 Interpretation

1.1 In this document:

1.1.1 **the Act** means the Companies Act 2006;

1.1.2 **these articles** means the regulations numbered 1 to 17 contained in this document, each an **article**;

1.1.3 **Directors' Written Resolution** means any resolution in writing which is signed, or approved in writing, by all the directors who would have been entitled to vote on the resolution at a directors' meeting, provided those directors would have formed a quorum had they attended such a meeting (applying, where applicable, the provisions of article 6);

1.1.4 **Holding Company** means any corporate member (wherever incorporated) which is the registered holder of 50% or more of the issued ordinary share capital of the Company; and

1.1.5 **Model Articles** means the model articles for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as in force on the date on which the Company is registered, each a **Model Article**.

1.2 The rules of interpretation contained in Model Article 1 apply to the interpretation of these articles.

1.3 References in these articles to any statute or provision of a statute include any statutory modification or re-enactment of it for the time being in force and any subordinate legislation for the time being in force made under it.

1.4 The headings in these articles do not affect the interpretation of them.

## 2 Model articles

- 2.1 The Model Articles apply to (and, in accordance with the Act, form part of) the Company's articles of association, in so far as these articles do not exclude or modify the Model Articles.
- 2.2 Model Articles 7, 8, 14(1) to 14(5) inclusive, 15, 17(1) and 22(2) do not apply to the Company.

### **3 Number of directors**

- 3.1 The Company need have only one director.
- 3.2 If and so long as the Company has only one director, that director:
  - 3.2.1 may exercise all the powers and discretions vested in the directors; and
  - 3.2.2 may take decisions without regard to any of the provisions of these articles relating to directors' decision-making.

### **4 Decision-making by directors**

Decisions of the directors may be taken:

- 4.1 at a directors' meeting; or
- 4.2 in the form of a Directors' Written Resolution.

### **5 Directors' written resolutions**

- 5.1 A Directors' Written Resolution may consist of several documents, each of which is signed by, or indicates the approval of, one or more directors.
- 5.2 Once a Directors' Written Resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting duly convened and held.
- 5.3 The directors must ensure that the Company keeps a record, in writing, of all Directors' Written Resolutions for at least ten years from the date of their adoption.

### **6 Quorum for directors' meetings**

- 6.1 This article 6.1 applies if, in relation to a proposed decision of the directors at a meeting, a director is not for any reason to be counted as participating in the decision making process for quorum purposes and (but for the other provisions of these articles) the total number of directors (excluding that director) would be less than the quorum required.
- 6.2 If article 6.1 applies, the quorum required in relation to the proposed decision will comprise the other director or directors at that time provided they would otherwise have been entitled to participate in relation to it. Model Article 11(2) is modified accordingly.

### **7 Appointment of directors**

7.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

7.1.1 by ordinary resolution; or

7.1.2 by a Holding Company giving notice to the Company.

7.2 The appointment of a director under article 7.1 may be either to fill a vacancy or as an additional director.

## **8 Termination of director's appointment**

8.1 A Holding Company may at any time give notice to the Company removing any director (however appointed) from office. Such notice may be given in spite of the terms of any agreement entered into in any particular case, and does not prejudice any claim for damages in respect of the consequent termination of office.

8.2 Model Article 18 is modified by substituting the following for paragraph (f): "the director leaves at the company's registered office or with a director notification that the director is resigning from office, and such resignation has taken effect in accordance with its terms".

8.3 As well as in accordance with Model Article 18, a person ceases to be a director as soon as he is removed from office in accordance with article 8.1.

## **9 Authorisation of conflicts reserved for shareholders**

9.1 The shareholders may authorise any matter or situation (**Conflict**) proposed to them in writing which would or might involve a director (**Interested Director**) infringing his duty to avoid conflicts of interest as provided in section 175 of the Act.

9.2 The power conferred on the directors by section 175(5)(a) of the Act in relation to the authorisation of conflicts of interest is excluded. Any purported exercise of that power by the directors will be invalid.

9.3 The Interested Director must provide the shareholders (in writing, if requested) with such information as is necessary for the shareholders to decide whether or not to authorise the Conflict and such additional information as the shareholders may request.

9.4 A Conflict may be authorised:

9.4.1 by ordinary resolution; or

9.4.2 by a Holding Company giving notice to the Company.

9.5 A Conflict may be authorised on such terms (if any) as the shareholders think fit, and the Interested Director must comply with such terms. The terms may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict.

- 9.6 The shareholders may at any time vary the terms of, or revoke, any authorisation of a Conflict in the same way as the Conflict was authorised. No such variation or revocation will affect anything previously done by the Interested Director in accordance with the authorisation.
- 9.7 A sole shareholder may (for the avoidance of doubt) exercise the powers conferred on the shareholders by this article 9.

## **10 Directors' appointments and interests**

- 10.1 A director may, despite his office, be a director or other officer of, or employed by, or otherwise interested in, any body corporate in which the Company is directly or indirectly interested. No authorisation of the shareholders under article 9 will be required in respect of any such interest.
- 10.2 Provided he has declared the nature and extent of any direct or indirect interest of his where required to do so in accordance with the Act, a director may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is directly or indirectly interested.

## **11 Remuneration and benefits from third parties**

- 11.1 A director will not, by reason of his office, be accountable to the Company for any remuneration, profit or other benefit:
- 11.1.1 which he derives from or in connection with any relationship involving a Conflict which has been authorised by the shareholders in accordance with article 9 (subject, in any such case, to any applicable term on which the authorisation is given); or
  - 11.1.2 which he derives from any office or employment or from any interest in any body corporate as referred to in article 10.1, or from any transaction or arrangement as referred to in article 10.2.
- 11.2 The receipt of any such remuneration, profit or other benefit as referred to in article 11.1 will not constitute a breach of the director's duty under section 176 of the Act. No transaction or arrangement authorised or permitted pursuant to these articles will be liable to be avoided on the ground of any such interest or benefit.

## **12 Voting where director interested**

- 12.1 If a proposed decision of the directors is concerned with any matter or situation in which a director has, or can have, a direct or indirect interest or duty of any kind, that director is to be counted as participating in the decision-making process for quorum and voting purposes unless article 12.2 applies.
- 12.2 The director will not participate in the quorum or be entitled to vote if (and to the extent that) the proposed decision of the directors:

12.2.1 concerns a matter or situation which would or might involve the director infringing his duty to avoid conflicts of interest as provided in section 175 of the Act (after taking into account, where applicable, any authorisation of the shareholders under article 9 or the provisions of article 10.1); or

12.2.2 concerns an actual or proposed transaction or arrangement with the Company in which the director is directly or indirectly interested and the director has not declared the nature and extent of the interest where required to do so in accordance with either section 177 or section 182 of the Act (as the case may be).

### **13 Share capital and issue of shares**

13.1 The share capital of the Company shall constitute A Ordinary Shares of £0.0001, B Ordinary Shares of £0.0001 and C A Ordinary Shares of £0.0001 each and except as otherwise provided in these Articles, shall rank *pari passu* in all respects, but shall constitute separate classes of shares.

13.2 The directors may not, without the authority of an ordinary resolution or the consent of a Holding Company:

13.2.1 allot, or agree to allot, any shares; or

13.2.2 *grant rights to subscribe for or to convert any security into shares.*

13.3 No person dealing with the Company is concerned to enquire whether any authority or consent required by article 13.1 has been given.

13.4 Save to the extent authorised by these articles, the directors shall not exercise any power to allot shares or to grant rights to subscribe for, or to convert any security into, any shares.

13.5 Subject to the remaining provisions of this article 13, the directors are generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise any power of the Company to:

13.5.1 offer or allot;

13.5.2 grant rights to subscribe for or to convert any security into; and

13.5.3 otherwise deal in, or dispose of,

any shares (or any options, warrants, conversion rights and all other rights to acquire or subscribe for shares) to any person, at any time and subject to any terms and conditions as the directors think proper.

13.6 The authority referred to in article 13.5:

13.6.1 shall be limited to a maximum nominal amount of £72.72;

13.6.2 shall only apply insofar as the Company has not, subject to these articles, renewed, waived or revoked it by ordinary resolution; and

13.6.3 may only be exercised for a period of five years from the date of adoption of these articles save that, subject to these articles, the directors may make an offer or agreement which would, or might, require any shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired).

13.7 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) made by the Company.

#### **14 Share transfers**

14.1 The directors must register the transfer of any share by or to a Holding Company.

14.2 Save as provided in article 14.1, the directors may not, without the authority of an ordinary resolution or the consent of a Holding Company, register the transfer of any share.

#### **15 Notice of general meetings**

Notice of any general meeting need not be given to the directors in that capacity.

#### **16 Notices and consents by holding company**

16.1 This article 16.1 applies to:

16.1.1 any notice given by a Holding Company to the Company under these articles;  
and

16.1.2 any consent given by a Holding Company under these articles.

16.2 Any notice or consent to which article 16.1 applies must be in writing and sent or supplied to the Company in accordance with Model Article 48. The Company agrees that any such notice or consent may be sent or supplied in electronic form to an email address used for the time being by any of its directors or the secretary (if any).

16.3 Any notice or consent by a Holding Company must be signed or approved in writing on its behalf by any one director or some other person duly authorised for the purpose.

#### **17 Provision for employees on cessation of business**

The consent of a Holding Company is required before the directors exercise the power conferred by Model Article 51. Such consent is to be given by notice to the Company, and it may impose terms subject to which the power is to be exercised. The directors must comply with any such terms.