

Company number 01728085

ORDINARY AND SPECIAL RESOLUTIONS

OF

CHELSEA FINANCIAL SERVICES PLC (Company)

WEDNESDAY



A90M2MR5

A03

11/03/2020

#343

COMPANIES HOUSE

Passed on 9/3/ 2020

At a general meeting of the Company duly convened and held at St James Hall, Moore Park Road, London, SW6 2JS on 9/3/ 2020 at 11 am/~~pm~~ the following resolutions were duly passed as an ordinary and special resolutions.

Ordinary Resolution

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors of the Company (**Directors**) be generally and unconditionally authorised to allot B Shares in the Company or grant rights to subscribe for or to convert any security into B Shares in the Company (**Rights**) up to an aggregate further nominal amount of £1,800 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of these resolutions 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

Special Resolutions

2. AMENDING ARTICLES OF ASSOCIATION

THAT, with effect from the conclusion of the meeting, the existing articles of association of the Company (**Articles**) be amended by:

- i) deleting article 2A 2; and
- ii) deleting article 5A 2 1 and replacing it with the following new article 5A 2 1

"5A 2 1 Except for a member who holds B Shares as a trustee of a trust for the benefit of employees of the Company (and in respect

of these B Shares only) ("Trust Shares"), if any other member of the Company holding B Shares –

- a) becomes a person who is not a director or employee of the Company of any subsidiary of the Company, or
- b) dies or becomes mentally incapable, or
- c) transfers or expresses an intention to transfer any legal or beneficial interest in B Shares (whether or not for consideration and whether or not in writing) otherwise than pursuant to Article 5A 1

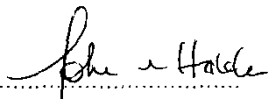
a transfer notice ("Transfer Notice") for the purposes of this article 5A 2 and article 5A 3) shall be deemed to have been served on the Company on the date the event in question occurs in respect of all B Shares ("Transfer Shares") held by such member ("the Transferor") (except for any Trust Shares) immediately before such event".

A print of the Articles as amended by this resolution is attached.

3. DISAPPLY PRE-EMPTION RIGHTS

THAT, Article 5A 2 1 (as amended pursuant to resolution 2 above) be disapplied in relation to proposed transfers of B Shares on or around the date of these resolutions from (1) Juliet Anne Schooling Latter; (2) Stuart Thomas McDermott; (3) Samuel David Holder; (4) Samantha Jane Slator in each case to John Holder and Darius McDermott as trustees of the Chelsea Financial Services PLC Employee Benefit Trust.

Signed.....



Director