

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**Special and Ordinary Resolutions**  
**of**  
**Rensburg Sheppards PLC**  
**(the 'Company')**

On 25 November 2019, the following resolutions were unanimously passed by the sole member of the Company entitled to attend and vote at a General Meeting of the Company duly convened and held at 30 Gresham Street, London, EC2V 7QP:

**Special Resolutions**

**1. Re-registration of the Company as a private limited company**

THAT the Company make an application to the Registrar of Companies pursuant to the provisions of Section 97 of the Companies Act 2006 to be re-registered as a private limited company under the name of '*Rensburg Sheppards Limited*'.

**2 Permanent Removal of Pre-emption Rights**

THAT in accordance with section 567(1) of the Companies Act 2006, sections 561 and 562 of the 2006 Act shall not apply to the Company unless otherwise revoked or varied by special resolution of the sole member of the Company.

**3 Adoption of New Articles of Association of the Company**

THAT the regulations contained in the draft Articles of Association, attached hereto, be and are approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company (including any provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 were to be treated as provisions of the Company's Articles of Association).

**Ordinary Resolutions**

**4. Permanent removal of limit on authorised Share Capital**

THAT the limit on Authorised Share Capital of the Company be and it is hereby permanently removed.

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**5. Directors' authority to allot shares unconditionally**

THAT, with effect from the Company's re-registration as a private limited company, the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 unless otherwise revoked or varied by ordinary resolution of the sole member of the Company. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

**6. Directors' power to authorise matters giving rise to actual or potential conflict**

That, with effect from the Company's re-registration as a private limited company, the Directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of Section 175 of the Companies Act 2006.



**Iain Hooley**  
Director

Date: 03/12/19