

**COMPANY NO 2671235**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING OF**

**KIPLING CO. LIMITED**  
**("the Company")**

On the 24th day of April 2017, by way of a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of all the members of the Company who, at the date of circulating the resolution, were entitled to vote, the following resolutions of the Company were duly passed:

As special resolutions in accordance with section 283 of the Companies Act 2006

**RESOLUTION 1**

"THAT, subject to the passing of resolution, 579 of the existing issued ordinary shares of £1.00 each in the capital of the Company be redesignated as "A" shares of £1.00 each and that the "A" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

**RESOLUTION 2**

"THAT, subject to the passing of resolution 5, 501 of the existing issued ordinary shares of £1.00 each in the capital of the Company be redesignated as "C" shares of £1.00 each and that the "C" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

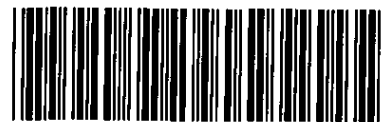
**RESOLUTION 3**

"THAT, subject to the passing of resolution 5, 171 of the existing issued "D" shares of £1.00 each in the capital of the Company held by Caduri Kazab be redesignated as "C" shares of £1.00 each and that the "C" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

**RESOLUTION 4**

"THAT, subject to the passing of resolution 5, 136 of the existing issued "D" shares of £1.00 each in the capital of the Company held by Caduri Kazab be redesignated as "E" shares of £1.00 each and that the "E" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

SATURDAY



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03/06/2017

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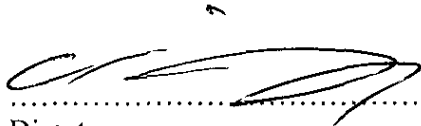
COMPANIES HOUSE

**RESOLUTION 5**

“THAT the existing articles of association of the Company be deleted in their entirety and replaced by the articles of association in the form circulated with this resolution.”

Name: Caduri Kazab

Signed:

  
.....  
Director

**COMPANY NO 2671235**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING OF**

**KIPLING CO. LIMITED**  
**("the Company")**

On the 24th day of April 2017, by way of a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of all the holders of the ordinary shares of the Company who, at the date of circulating the resolution, were entitled to vote, the following resolution of the Company was duly passed:

As a special resolution in accordance with section 283 of the Companies Act 2006

"THAT the ordinary shareholder of the Company hereby sanctions every variation and abrogation of the special rights attached to such shares in the capital of the Company which may result from the passing of the special resolutions below to redesignate 579 ordinary shares of £1.00 each as "A" shares of £1.00 each, to redesignate 501 ordinary shares of £1.00 each as "C" shares of £1.00 each and the adoption of new articles of association to be proposed by way of a written resolution."

**RESOLUTION 1**

"THAT, subject to the passing of resolution 5, 579 of the existing ordinary shares of £1.00 each in the capital of the Company be redesignated as "A" shares of £1.00 each and that the "A" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

**RESOLUTION 2**

"THAT, subject to the passing of resolution 5, 501 of the existing issued ordinary shares of £1.00 each in the capital of the Company be redesignated as "C" shares of £1.00 each and that the "C" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."



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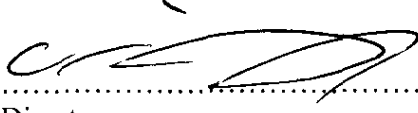
03/06/2017  
COMPANIES HOUSE

#242

**RESOLUTION 5**

“THAT the existing articles of association of the Company be deleted in their entirety and replaced by the articles of association in the form circulated with this resolution.”

Name: Caduri Kazab

Signed:   
.....  
Director

**COMPANY NO 2671235**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING OF**

**KIPLING CO. LIMITED**  
**("the Company")**

On the 24th day of April 2017, by way of a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of all the holders of the "C" shares of the Company who, at the date of circulating the resolution, were entitled to vote, the following resolution of the Company was duly passed:

As a special resolution in accordance with section 283 of the Companies Act 2006


"THAT the "C" shareholder of the Company hereby sanctions every variation and abrogation of the special rights attached to such shares in the capital of the Company which may result from the passing of the special resolution below to adopt new articles of association to be proposed by way of a written resolution."

**RESOLUTION 5**

"THAT the existing articles of association of the Company be deleted in their entirety and replaced by the articles of association in the form circulated with this resolution."

Name: Caduri Kazab

Signed:

  
.....  
Director



COMPANIES HOUSE

**COMPANY NO 2671235**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING OF**

**KIPLING CO. LIMITED**  
**("the Company")**

On the 24th day of April 2017, by way of a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of all the holders of the "D" shares of the Company who, at the date of circulating the resolution, were entitled to vote, the following resolution of the Company was duly passed:

As a special resolution in accordance with section 283 of the Companies Act 2006

"THAT the "D" shareholders of the Company hereby sanction every variation and abrogation of the special rights attached to such shares in the capital of the Company which may result from the passing of the special resolutions below to redesignate 171 "D" shares of £1.00 each as "C" shares of £1.00 each, to redesignate 136 "D" shares of £1.00 each as "E" shares of £1.00 each and the adoption of new articles of association to be proposed by way of a written resolution."

**RESOLUTION 3**

"THAT, subject to the passing of resolution 5, 171 of the existing issued "D" shares of £1.00 each in the capital of the Company held by Caduri Kazab be redesignated as "C" shares of £1.00 each and that the "C" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

**RESOLUTION 4**


"THAT, subject to the passing of resolution 5, 136 of the existing issued "D" shares of £1.00 each in the capital of the Company held by Caduri Kazab be redesignated as "E" shares of £1.00 each and that the "E" shares shall have the rights and restrictions as conferred by the new articles of association of the Company."

**RESOLUTION 5**

"THAT the existing articles of association of the Company be deleted in their entirety and replaced by the articles of association in the form circulated with this resolution."

Name: Caduri Kazab

Signed:

  
.....  
Director

SAJURDAY

**COMPANY NO 2671235**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING OF**

**KIPLING CO. LIMITED**  
**("the Company")**

On the 24th day of April 2017, by way of a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of all the holders of the "E" shares of the Company who, at the date of circulating the resolution, were entitled to vote, the following resolution of the Company was duly passed:

As a special resolution in accordance with section 283 of the Companies Act 2006

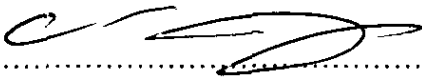
"THAT the "E" shareholder of the Company hereby sanctions every variation and abrogation of the special rights attached to such shares in the capital of the Company which may result from the passing of the special resolution below to adopt new articles of association to be proposed by way of a written resolution."

**RESOLUTION 5**

"THAT the existing articles of association of the Company be deleted in their entirety and replaced by the articles of association in the form circulated with this resolution."

Name: Caduri Kazab

Signed:

  
.....  
Director



COMPANIES HOUSE