

LB GROUP LIMITED
Company number: 02796741

Special Resolution

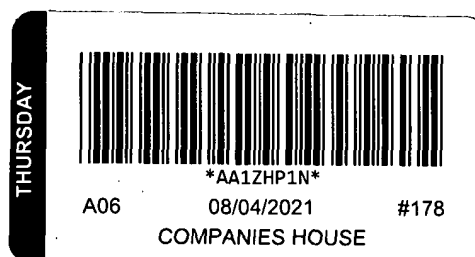
By a written resolution of the members circulated on 31st March 2021 and passed on 31st March 2021 the following resolution was passed as a special resolution of the company.

1. Special Resolution: Adopt Amendments to the Articles of Association

That the amendments to the existing Articles of Association in the form attached to this resolution be approved and adopted.



Approved by Mr Mark Middleton
On behalf of LB Group Limited
Company No. 02796741
Dated: 31 March 2021



[illegible]

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Participation in director's meetings

9(4) Any director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

- exercise that director's powers; and
- carry out that director's responsibilities

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

9(4)a Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

9(4)b Any appointed alternate must hold an audit qualification and be a Chartered Accountant as recognised by The Institute of Chartered Accountants in England and Wales

9(4)c The notice must:

- identify the proposed alternate; and
- in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

6 Directors to take decisions collectively

6(4) Each director participating in a directors' meeting votes by way of a poll of shares held.

11 Chairing of directors' meetings

11 (4) The chairman of a meeting must hold an audit qualification and be a Chartered Accountant as recognised by The Institute of Chartered Accountants in England and Wales

10 Quorum for directors' meetings

10.4 the majority of the directors in a quorum must hold an audit qualification and be a Chartered Accountant as recognised by The Institute of Chartered Accountants in England and Wales. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles and accordingly the quorum for the transaction of business in these circumstances shall be one.

45 Voting: general

- 45.1 Subject to any rights or restrictions attached to any shares, every shareholder who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote for every share that he is the holder.
- 45.2 Every corporate share holder that is a member firm of the ICAEW or audit registered must be represented by an individual that is a chartered accountant and audit qualified.
- 45.3 No shareholder shall vote at any general meeting of at any separate meeting of the holder of any class of shares, either in person or by proxy, in respect of any share held by him unless all monies presently payable by him in respect of that share have been paid.
- 45.4 In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
- 45.5 Unless a poll is duly demanded, a declaration by the chairman that a resolution has 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

The following to be added to the Articles of Association –

Disclosure of Interest in Shares

59.1

- a) A member shall make notification to the Company in writing of any interest held by any other person in some or all of the company's shares that the member holds; or any change in any interest held, including cessation of any interest
- b) A person who acquires any interest in the shares of the company shall make notification to the company in writing of that interest and of any subsequent change in that interest, including cessation of an interest.
- c) Notification under paragraphs (a) or (b) must be made within the period of 2 days next following the day on which the obligation to notify' arises.
- d) The notification must identify the member who holds the shares, the number of shares held by that member, the number of shares in which the interest is held, the identity of the person holding the interest and the nature of the interest.
- e) Where the notification is of the cessation of an interest in the shares, the notification shall state the identity of any new holder of an interest in those shares.

59.2 The Company may by notice in writing require a member or any other person appearing to hold or to have held an interest in shares of the Company, within such reasonable time as may be specified in the notice, to:

- a) Provide details of any interest held currently and/or held within the previous three years;
- b) Provide, where a person has previously held interest in the company's shares, particulars of the identity of any person who subsequently held that interest.

59.3.

Where:

- a) notice is served by the Company under Article 59(2) on a member or any other person appearing to be interested in shares held by a member and that member (or other person) fails to give the Company any information required (or requested) by the notice within the time specified in it; and/or
- b) an application for audit registration is refused or audit registration is proposed to be, or has been, withdrawn by the recognised supervisory body and the company is notified that the reasons upon which such decision was made consisted of or included any matters relating to any person who holds shares in the company or who has an interest in shares,

then the directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a general meeting of the company or a meeting of the holders of any class of shares of the company, or to exercise any other right conferred by membership in relation to general meetings of the company or meetings of the holders of any class of shares of the company.

59.4 The Directors may, by resolution, revoke a direction:

- a) made under Articles 59(3)(a) if they are satisfied that the relevant facts about the shares in question have been disclosed to the Company;
- b) made under Article 59(3)(b) if the decision therein referred to has been rescinded, revoked, or has otherwise ceased to have effect; and
- c) made under Article 59(3)(a) or (b) if they are satisfied that the shares in question are to be transferred for valuable consideration and if the Directors have approved the transfer.