

Company No. 02921101

The Companies Acts 2006

## ADAM ESTATES LIMITED

We, the undersigned, being the Eligible Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to Chapter 2 of Part 13 of the Companies Act 2006, hereby pass the following Written Resolution which for all purposes shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

### Ordinary Resolutions

1. That pursuant to section 618 of the Companies Act 618 the 2 'A' Ordinary shares of £1.00 each issued in the capital of the Company shall hereby be subdivided into 200 'A' Ordinary shares of £0.01 each and the 2 'B' Ordinary shares of £1.00 each issued in the capital of the Company shall hereby be subdivided into 200 'B' Ordinary shares of £0.01 each.
2. That pursuant to section 630 of the Companies Act 2006 2 issued 'B' Ordinary shares of £0.01 each in the capital of the Company shall hereby be re-designated as 2 'C' Ordinary shares of £0.01 each as detailed below: such £0.01 'C' Ordinary shares shall have the rights and restrictions as set out as set out in the new Articles of Association to be adopted by the Company.

Number of Shares	Registered in the Name of
1	Howard James SPENCE
1	Susan Mary SPENCE

3. That pursuant to section 630 of the Companies Act 2006 2 issued 'B' Ordinary shares of £0.01 each in the capital of the Company shall hereby be re-designated as 2 'D' Ordinary shares of £0.01 each as detailed below: such £0.01 'D' Ordinary shares shall have the rights and restrictions as set out as set out in the new Articles of Association to be adopted by the Company.

Number of Shares	Registered in the Name of
1	Howard James SPENCE
1	Susan Mary SPENCE

4. That pursuant to section 630 of the Companies Act 2006 2 issued 'B' Ordinary shares of £0.01 each in the capital of the Company shall hereby be re-designated as 2 'E' Ordinary shares of £0.01 each as detailed below: such £0.01 'E' Ordinary shares shall have the rights and restrictions as set out as set out in the new Articles of Association to be adopted by the Company.

Number of Shares	Registered in the Name of
1	Howard James SPENCE
1	Susan Mary SPENCE

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5. That pursuant to section 630 of the Companies Act 2006 2 issued 'B' Ordinary shares of £0.01 each in the capital of the Company shall hereby be re-designated as 2 'F' Ordinary shares of £0.01 each as detailed below: such £0.01 'F' Ordinary shares shall have the rights and restrictions as set out as set out in the new Articles of Association to be adopted by the Company.

Number of Shares	Registered in the Name of
1	Howard James SPENCE
1	Susan Mary SPENCE


### Special Resolutions

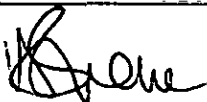
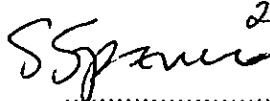
- That the directors may at any time declare dividends separately from time to time for each of the classes of shares, for such amounts as are recommended by the directors as an interim dividend declared by the directors or as a final dividend declared by members and that such dividends declared shall be for that particular class of shares for which they were declared and that any such declaration shall exclude and shall not be in respect of any other class of issued shares which may exist in the capital of the Company.
- That the Company hereby adopt new Articles of Association for the Company and hereby revoke all previous Articles of Association and that the copy attached shall be the new Articles of Association for the Company which shall be in substitution of all existing and previous Articles of Association of the Company.

Circulation Date: 27<sup>th</sup> October 2020

Date Resolutions Passed: 27<sup>th</sup> October 2020

### The Members:

£0.01 'A' Ordinary shareholders:	VOTES	% of Total Votes	Sign and Date
Richard Peter FARR	2	50.000%	 29.10.20

£0.01 'B' Ordinary shareholders:	VOTES	% of Total Votes	Sign and Date
Howard James SPENCE	1	25.000%	 20/10/20
Susan Mary SPENCE	1	25.000%	 29/10/20

**Note:-Voting Procedure pursuant to the Companies Act 2006**

1. *Eligible Members who hold more than 50% of the total voting rights must vote in favour of the written resolution to be passed as an Ordinary Resolution.*
2. *Eligible Members who hold at least 75% of the total voting rights must vote in favour of the written resolution to be passed as a Special Resolution.*
3. *Eligible Members must signify their agreement to the resolution and return it to the Registered Office within a period of 28 days from the circulation date otherwise if the requisite majority have not voted in favour within that period, the Resolution will lapse and not be passed.*
4. *When an Eligible Member has signified their agreement to the Resolution and returned the Resolution to the Registered Office (or any other address advised of or directed to at the time the Resolution was distributed by the Company) the Eligible Member may not at any time, subsequently revoke their agreement.*