

Company number 03139702

SPECIAL RESOLUTION

of

LEWISIA LIMITED (the Company)

Passed on 3 August 2016

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Special resolution

the articles of association of the Company be amended by deleting article 3 in its entirety and replacing it as follows

"3 The issued share capital of the Company is £11,326,440 divided into 419,078,280 ordinary A shares of £0.02 each and 147,243,720 ordinary B shares of £0.02 each and all classes of shares shall rank *pari passu* in all respects save that as regards income

3.1 the holders of the ordinary A shares of £0.02 each are entitled to receive such dividends as declared by the directors,

3.2 the holders of the ordinary B shares of £0.02 each are entitled to receive such dividends as declared by the directors,

and if a dividend is declared on a class of share then the total dividend shall be distributed amongst and shall be paid to the members within that class *pari passu* in proportion to the paid up nominal amounts on the class of shares respectively held by them

A copy of the amended articles of association is attached for filing

Signed



Anthony John Hunt (Director)



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LEWISIA LIMITED

Adopted by special resolution on 3 August 2016

INTERPRETATION

- 1 In these Articles, unless the context requires otherwise, the following expressions have the following meanings

the Act means the Companies Act 1985 (as amended by the Companies Act 1989) and every statutory modification or re-enactment thereof for the time being in force, and

Table A means Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985

TABLE A

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- 2 1 The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles

- 2 2 Regulations 35, 40, 41, 52, 64, 73, 74, 75, 77, 94, 95, 97 and 101 of Table A shall not apply to the Company

- 2 3 Regulations 6, 24, 45, 46 and 79 of Table A shall apply to the Company with the modifications set out below

SHARE CAPITAL

- 3 The issued Share Capital of the Company is £11,326,440 divided into 419,078,280 Ordinary A Shares of £0.02 each and 147,243,720 ordinary B Shares of £0.02 each and all classes of Shares shall rank *pari passu* in all respects save that as regards income

3 1 the holders of the Ordinary A Shares of £0.02 each are entitled to receive such dividends as declared by the Directors,

3 2 the holders of the Ordinary B Shares of £0.02 each are entitled to receive such dividends as declared by the Directors, and

if a dividend is declared on a class of share then the total dividend shall be distributed amongst and shall be paid to the members within that class *pari passu* in proportion to the paid up nominal amounts on the class of Shares respectively held by them

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4 1 Subject to the provisions of these Articles and of the Act any unissued Shares for the time being in the Capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons (including any Director), on such terms and conditions and at such time or times as they think proper but so that no Shares shall be issued at a discount

4 2 The Directors are generally and unconditionally authorised pursuant to the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of the authorised but unissued Share Capital of the Company at the date of the incorporation of the Company provided that this authority shall expire on the day preceding the fifth anniversary of the date of the incorporation of the Company save that this authority allows the Company to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry

4 3 Section 89(1) and Section 90(1) to (6) of the Act are hereby excluded and shall not apply to any allotment by the Company of equity securities (as defined in Section 94 of the Act)

TRANSFER OF SHARES

5 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any Share whether or not it is a fully paid Share. The first sentence of Regulation 24 in Table A shall not apply

PROCEEDING AT GENERAL MEETINGS

6 If the Company is a single member Company one member present in person or by proxy or, if a corporation by a duly authorised representative shall be quorum at any general meeting. If the Company is not a single member Company two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum

7 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved

8 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of Regulation 45 in Table A shall not apply.

9 A poll may be demanded by any member having the right to vote at the meeting. Regulation 46(b) in Table A shall not apply.

10 No notice needs to be given of a poll. Regulation 52 in Table A shall not apply.

NUMBER OF DIRECTORS

11 Unless and until otherwise determined by Ordinary Resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum and need not exceed one. 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 Table A.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12 A Director shall not retire by rotation. References in Table A to the rotation of Directors shall not apply.

13 No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

14 The last two sentences of Regulation 79 in Table A shall not apply.

PROCEEDINGS OF DIRECTORS

15 A Director may vote as a Director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration.

16 Without prejudice to the first sentence of Regulation 88 in Table A, a meeting of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously, and the word "meeting" in these Articles and in Table A shall be construed accordingly.

SHARE CERTIFICATES

17 Every Share Certificate shall, if the Company has a seal, be sealed with the seal or signed by a Director and by the Secretary or second Director, and shall specify the number, class and distinguishing numbers (if any) of the Shares to which it relates and the amount or respective amounts paid up thereon. The second sentence of Regulation 6 in Table A shall be amended accordingly.

THE SEAL

- 18 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director.