

Aspidistra.com Limited

Company Number 3678831

Passed 24th March 2005 by Special Resolution

FRIDAY



R5AAF6DF
RM 01/07/2016 #153
COMPANIES HOUSE

Amendment to the Articles of Association of the Company by inserting the below new Article 3.

3 The Share Capital of the Company is £45,000, divided into 1,000 Ordinary Shares of £1 each, 1,000 Ordinary - A Shares of £1 each, 1,000 Ordinary - B Shares of £1 each, 1,000 Ordinary - C Shares of £1 each, 1,000 Employee Shares of £1 each and £40,000 Cumulative Redeemable Preference Shares of £1 each.

Ordinary – A Shares

Ordinary – A Shares may be allotted at par to any employee of the Company at the discretion of the Directors. No employee shall be entitled to transfer his shares without the consent of the Directors but on his ceasing to be in the employ of the Company he or his personal representatives shall transfer at par all the Ordinary – A Shares standing in his name to such person as the Directors shall appoint, and if he shall neglect to do so, the Chairman for the time being of the Directors of the Company or failing him, one of the Directors duly nominated by the board for that purpose shall forthwith be deemed to be the duly appointed attorney of the employee or his personal representative with full power to execute and complete and deliver in the name and on behalf of the employee or his personal representative a transfer of the shares to the appointed person. Ordinary – A Shares shall not confer on the holders thereof any right of voting at general meetings or of acquiring shares in the Company or any interest in the Capital of the Company or any other rights than attendance at General Meetings and a share in the profits of the Company.

Ordinary – B Shares

Ordinary – B Shares may be allotted at par to any employee of the Company at the discretion of the Directors. No employee shall be entitled to transfer his shares without the consent of the Directors but on his ceasing to be in the employ of the Company he or his personal representatives shall transfer at par all the Ordinary – B Shares standing in his name to such person as the Directors shall appoint, and if he shall neglect to do so, the Chairman for the time being of the Directors of the Company or failing him, one of the Directors duly nominated by the board for that purpose shall forthwith be deemed to be the duly appointed attorney of the employee or his personal representative with full power to execute and complete and deliver in the name and on behalf of the employee or his personal representative a transfer of the shares to the appointed person. Ordinary – B Shares shall not confer on the holders thereof any right of voting at general meetings or of acquiring shares in the Company or any interest in the Capital of the Company or any other rights than attendance at General Meetings and a share in the profits of the Company.

Ordinary – C Shares

Ordinary – C Shares may be allotted at par to any employee of the Company at the discretion of the Directors. No employee shall be entitled to transfer his shares without the consent of the Directors but on his ceasing to be in the employ of the Company he or his personal representatives shall transfer at par all the Ordinary – C Shares standing in his name to such person as the Directors shall appoint, and if he shall neglect to do so, the Chairman for the time being of the Directors of the Company or failing him, one of the Directors duly nominated by the board for that purpose shall forthwith be deemed to be the duly appointed attorney of the employee or his personal representative with full power to execute and complete and deliver in the name and on behalf of the

employee or his personal representative a transfer of the shares to the appointed person Ordinary – C Shares shall not confer on the holders thereof any right of voting at general meetings or of acquiring shares in the Company or any interest in the Capital of the Company or any other rights than attendance at General Meetings and a share in the profits of the Company

Employee Shares

Employee Shares may be allotted at par to any employee of the Company at the discretion of the Directors. No employee shall be entitled to transfer his shares without the consent of the Directors but on his ceasing to be in the employ of the Company he or his personal representatives shall transfer at par all the Employee Shares standing in his name to such person as the Directors shall appoint, and if he shall neglect to do so, the Chairman for the time being of the Directors of the Company or failing him, one of the Directors duly nominated by the board for that purpose shall forthwith be deemed to be the duly appointed attorney of the employee or his personal representative with full power to execute and complete and deliver in the name and on behalf of the employee or his personal representative a transfer of the shares to the appointed person Employee Shares shall not confer on the holders thereof any right of voting at general meetings or of acquiring shares in the Company or any interest in the Capital of the Company or any other rights than attendance at General Meetings and a share in the profits of the Company

Cumulative Redeemable Preference Shares

Cumulative Redeemable Preference Shares may be allotted at par to any employee of the Company at the discretion of the Directors No employee shall be entitled to transfer his shares without the consent of the Directors but on his ceasing to be in the employ of the Company he or his personal representatives shall transfer at par all the Cumulative Redeemable Preference Shares standing in his name to such person as the Directors shall appoint, and if he shall neglect to do so, the Chairman for the time being of the Directors of the Company or failing him, one of the Directors duly nominated by the board for that purpose shall forthwith be deemed to be the duly appointed attorney of the employee or his personal representative with full power to execute and complete and deliver in the name and on behalf of the employee or his personal representative a transfer of the shares to the appointed person Cumulative Redeemable Preference Shares shall not confer on the holders thereof any right of voting at general meetings or of acquiring shares in the Company or any interest in the Capital of the Company or any share of the Company's reserves or any other rights than attendance at General Meetings Cumulative Redeemable Preference Shares are to be redeemed at par by 31st March 2026, but may be redeemed earlier at the discretion of the Directors as agreed by an Ordinary Resolution at a General Meeting The interest on the shares is 10% on the issue price of each share and is paid annually in arrears as dividend on the paid up share capital Dividends are cumulative and shall accrue from day to day If a dividend is not paid on its due date, no dividend shall be paid on the Company's ordinary shares until such arrears of preference dividend are cleared On winding up of the Company (but not otherwise) holders of the shares shall be entitled to an amount equal to any accrued but unpaid dividend plus the sum of £1 (or the amount of capital paid up on each share if less) for each share in priority to any payment to the holders of Ordinary Shares

