

Company no 04199223

**PRIVATE COMPANY LIMITED BY SHARES**

**COPY RESOLUTION OF**

**PEACOCKS ORTHOTICS LIMITED (the "Company")**

**PASSED ON 22 May 2016**

In accordance with the written resolution procedure in Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed on 22 May 2016 as ordinary and special resolutions of the Company, as indicated below

**SPECIAL RESOLUTIONS:**

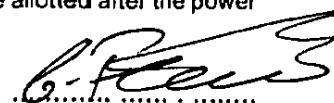
- 1 **THAT**, the draft articles of association in the form attached, and initialled by a director of the Company for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including all provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the existing articles of association of the Company)
- 2 **THAT**, subject to the passing of resolution 1, the one issued ordinary share of £1 00 in the Company's share capital be sub-divided into 100 ordinary shares of £0 01 each

**ORDINARY RESOLUTION:**

- 3 **THAT**, subject to the passing of resolutions 1 and 2
  - (a) the directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to a maximum total nominal amount of £99, comprising 7,900 ordinary shares of £0 01 each and 2,000 A Shares of £0 01 each, and
  - (b) this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired

**SPECIAL RESOLUTION:**

- 4 **THAT**, subject to the passing of resolutions 1, 2 and 3
  - (a) the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 3 as if section 561 of the Companies Act 2006 did not apply to the allotment, and  
  
this power expires when the authority conferred by resolution 3 is revoked or would (if not renewed) expire but that the Company may make offers or agreements before this power expires that would or might require equity securities to be allotted after the power



Director

THURSDAY



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COMPANIES HOUSE