

Company number: 05218735

P K Produce Limited

Director's written resolutions

I, the undersigned, being the sole director of the company:

1. Updating of company's constitution and re-designation of shares

Report that the following resolutions had been duly passed in writing by the eligible members:

1. "That pursuant to Paragraph 47(3)(b) of Schedule 4 of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the directors be and are permitted to exercise their power under section 175 of the Companies Act 2006 to authorise directors' conflicts of interest";
2. "That the company's share capital of £850 divided into 850 ordinary shares of £1 each (the "**Ordinary Shares**") be and is re-designated as follows:
 - (a) 800 issued Ordinary Shares in the name of Philip Kingsland be and are re-designated as 'A' shares of £1 each; and
 - (b) 50 issued Ordinary Shares in the name of Philip Kingsland be and are re-designated as 50 'B' shares of £1 each;

and there be attached to the re-designated shares the rights and conditions set out in the articles of association to be adopted by resolution 2 below"; and

3. "That the existing articles of association of the company (including, for the avoidance of doubt, all provisions of the company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the company's articles of association) be deleted in their entirety and replaced with the articles of association attached to these resolutions".

2. New share certificates and register of members

Resolve that:

- (a) the member be and are asked to surrender the share certificates for the ordinary shares of £1 each held by him prior to the re-designation of share capital;
- (b) share certificates for the Ordinary Shares be and are cancelled on receipt and the relevant share certificates for the 'A' shares of £1 each (the "**A Shares**") and for the 'B' shares of £1 each (the "**B Shares**") be and are prepared, executed and issued to the member as set out below
- (c) the appropriate entries be and are made in the register of members to reflect the re-designation of share capital;
- (d) Philip Kingsland (having consented to the disclosure of his name and particulars in the register) be entered into the register of people with significant control;



Name	No. of Ordinary Shares previously held	No. of A Shares now held	No. of B shares now held
Philip Kingsland	850	800	50

3. **Filing**

Resolve that the following filings be and are made at Companies House:

- (a) the written resolutions passed by the members;
- (b) the new articles of association;
- (c) Form CC04 giving notice of change of the company's objects;
- (d) Form SH08 giving notice of name or other designation of class of shares; and
- (e) Form SH10 giving notice of particulars of variation of rights attached to shares.

Dated: 30/9 2017


Philip Kingsland

Company number: 05218735

P K Produce Limited

Director's written resolutions

I, the undersigned, being the sole director of the company:

1. Updating of company's constitution and re-designation of shares

1.1 Note that the constitution of the company be updated so that it is fully compliant with the Companies Act 2006 and to re-designate the share capital of the company.

1.2 **Resolve** that it was proposed to ask the members of the company to consider the following resolutions:

(a) to confer a power on the directors to authorise directors' conflicts of interest under section 175 of the Companies Act 2006;

(a) to re-designate the share capital of the company as 'A' and 'B' shares; and

(b) to adopt new articles of association specifying the rights and conditions attaching to the two classes of shares.

1.3 Note that draft regulations to be adopted by the company in substitution for its existing articles of association are attached to these resolutions, and **resolve** that the draft regulations be and are approved for submission to the eligible members of the company for adoption.

2. Written resolutions

2.1 **Resolve** that:

(a) the written resolutions and the accompanying statement attached giving effect to the proposal in paragraph 1 be approved; and

(b) the written resolutions be sent to the members for signature, together with the accompanying statement.

Dated:

30/9/2017

Philip Kingsland

COMPANIES HOUSE