

Resolution – Incorporating New Articles

BILES HENDRY LTD

Company number: 05286759

AMENDING ARTICLES OF ASSOCIATION

THAT the articles of association of the Company be amended by removing the current incorporated articles of association and replacing them with The Companies (Model Articles) Regulations 2008 (**Model Articles**), a copy of which is attached at Annex 1, which shall be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association, subject to the following additions:

1. New Part 6, as shown in the Annex 2, will be added to the Model Articles.

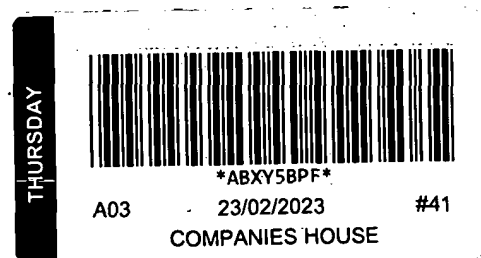
RESOLUTION 1 ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Company is proposing to adopt new articles of association in substitution for the existing articles of association.

A copy of the Company's existing articles of association and the proposed new articles of association marked to show all the changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office from the date of this notice of meeting until the close of the meeting. The proposed new articles of association will also be available for inspection at the general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

DocuSigned by:
Anneliese Hendry
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10 February 2023
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DocuSigned by:
Anthony Biles
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10 February 2023



Annex 1 – Model Articles

Consent to short notice of a general meeting.

BILES HENDRY LTD

Company number: 05286759

CONSENT TO SHORT NOTICE OF A GENERAL MEETING

We, the undersigned, are all the members of the Company entitled to attend and vote at the general meeting to be held at Central House, 124 High Street, Hampton Hill, England, TW12 1NS on 10 February 2023 at (Meeting).

We consent to the holding of the Meeting at the time, date and place set out in the attached notice convening the Meeting (**Notice**) notwithstanding that it shall have been convened on less than the statutory period of notice.

DocuSigned by:

Anneliese Hendry

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For and on behalf of BILES HENDRY LTD

09 February 2023

Date

DocuSigned by:

Anneliese Hendry

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Anneliese Marie Biles

10 February 2023

Date

DocuSigned by:

Anthony Biles

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Anthony Richard Biles

10 February 2023

Date

Minutes of a Board Meeting

BILES HENDRY LTD

Company number: 05286759

Minutes of a meeting of the board of directors of BILES HENDRY LTD (**Company**) held at Central House, 124 High Street, Hampton Hill, England, TW12 1NS on ~~10~~ 19 February ~~2022~~ 2023 at

PRESENT:	NAME	POSITION
	Anneliese Marie Biles	Director
	Anthony Richard Biles	Director

1. Chair

Anneliese Marie Biles was appointed chair of the meeting and chaired the meeting throughout.

2. Notice and quorum

The chair reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chair declared the meeting open.

3. Interests in proposed transactions and/or arrangements with the Company

Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction with the Company to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

4. Business of the meeting

The chair reported that the business of the meeting was to consider and, if thought fit, approve the incorporation of the new articles in order to proceed with the application to become Certified B Corporation (**Transaction**).

5. Documents produced to the meeting

The following documents were produced to the meeting:

- 5.1 A notice (**general meeting notice**) convening a general meeting of the Company at Central House, 124 High Street, Hampton Hill, England, TW12 1NS on ~~10~~ 19 February 2023 at Central House, 124 High Street, Hampton Hill, England, TW12 1NS proposing the following resolution(s):

Special resolution(s) Incorporation of the new articles as attached.

- 5.2 Form of consent to short notice relating to the general meeting.
- 5.3 Explanatory circular (relating to the proposed general meeting resolution(s)).

6. Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED that the Transaction would promote the success of the Company for the benefit of its members as a whole, and IT WAS RESOLVED to:

- 6.1 Approve the documents produced to the meeting.
- 6.2 Authorise any one of the Company to do all such acts and things and agree and execute on behalf of the Company all such other documents to which the Company is a party and all other documents as may be required in order to implement the Transaction and generally to sign all such certificates and notices and other documents as may be required in connection with the Transaction, subject in each case to such amendments as those executing the same on behalf of the Company think fit.
- 6.3 Convene a general meeting of the Company at 10.30 on 10 February 2023 at Central House, 124 High Street, Hampton Hill, England, TW12 1NS subject to consent to short notice being obtained to consider the resolution(s) proposed in the general meeting notice.
- 6.4 Direct the Company Secretary immediately to deliver copies of the general meeting notice together with the form of consent to short notice to those entitled to receive them.

7. Adjournment

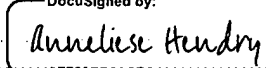

- 7.1 The meeting was adjourned so that the general meeting could be held to approve the Resolutions.
- 7.2 The meeting was reconvened at 10.45 when the chair reported that the general meeting had been held with consent to short notice being obtained from each member and that the resolutions proposed in the general meeting notice had been passed.

8. Filing

The chair instructed Rudlings Solicitors LLP to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

9. Close

There was no further business and the chair declared the meeting closed.

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	 18 February 2023
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Chair	(Date)

Minutes of a general meeting.

BILES HENDRY LTD

Company number: 05286759

Minutes of a general meeting of BILES HENDRY LTD (**Company**) held at Central House, 124 High Street, Hampton Hill, England, TW12 1NS on (0~~09~~ February 2023 2023 at

1. CHAIRPERSON

Anneliese Marie Biles was appointed chairperson of the meeting.

2. QUORUM

2.1 IT WAS NOTED that a quorum was present.

2.2 There was produced to the meeting a notice (**Notice**) convening the meeting and, with the consent of all members present, the Notice was taken as read.

3. CONSENT TO SHORT NOTICE

The chairperson announced that all the members of the Company having the right to attend and vote at the meeting had consented to the meeting being at short notice.

4. RESOLUTIONS

The resolutions set out in the Notice were duly proposed and voted upon and the chairperson declared that resolutions in the Notice had been passed on a show of hands as special resolutions.

5. OTHER BUSINESS

There being no further business, the chairperson declared the meeting closed at

DocuSigned by:
Anneliese Hendry
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Chairperson

(0~~09~~ February 2023

(Date)