

COMPANY NO: 05608149

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF ICKLE PICKLES DAY NURSERY LIMITED (the "Company")

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 19.08 2021:

BY SPECIAL RESOLUTION

1 **THAT** the Company amend its Articles of Association by the addition of article 24(A) in the form below:

24(A) Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise);

(a) the Directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of:

- (i) a chargee or mortgagee of any shares; or
- (ii) any nominee of a chargee or mortgagee of any shares;
- (iii) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares; or
- (iv) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares,

and a certificate by an officer of the relevant chargee or mortgagee that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact, and

(b) no transferor of any shares in the Company or proposed transferor of such shares to a chargee or mortgagee in accordance with paragraph 24(A)(a) above or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

2 **THAT** the Company amend its Articles of Association by the addition of article 8(A) in the form below:

8(A) Notwithstanding anything otherwise provided in these articles, the Directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank, institution or other person (or a person acting as agent or security trustee for such person).

DocuSigned by:

Ashtwin Grover

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Director

Date 19 August 2021 | 19:05:18 BST



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