

No 5673063

TUI WEDNESDAY



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A08 03/08/2022 #151  
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A33 24/04/2007 598  
COMPANIES HOUSE

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

KEIMA LIMITED

Pursuant to Section 381A of the Companies Act 1985

Passed on . 23 . April . 2007

**RESOLUTIONS**

In accordance with the Articles of Association of the Company and Section 381A of the Companies Act 1985 (as amended) we, being all the members of the Company who at the date of these written resolutions are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE THAT**

- 1 The authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each having the rights and being subject to the restrictions set out in the articles of association of the Company as altered pursuant to Resolution No 5
- 2 20 of the existing authorised but unissued ordinary shares of £1 each in the capital of the Company shall each be sub-divided and re-designated into 100 Deferred Shares of £0.01 each in the capital of the Company, such class of shares having the rights and restrictions set out in the articles of association to be adopted pursuant to Resolution 5 below

- 3 The directors of the Company shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Companies Act 1985 (the "Act")) of the Company to such persons at such times and generally on such terms and conditions as the directors may determine. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in general meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing of this resolution. The directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted of such authority,
- 4 The directors of the Company shall be and are hereby empowered for a period expiring five years from the date of this resolution to allot any equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution 3 above up to an aggregate nominal amount of £100,000 representing 99,980 Ordinary Shares and 2,000 Deferred Shares as if the pre-emption rights contained in of the articles of association to be adopted pursuant to Resolution 5 below did not apply to such allotment and the directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would, if not renewed, expire or on the re-registering of the Company as a public company but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority itself is renewed by special resolution of the Company in general meeting
- 5 The regulations contained in the document attached to this resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

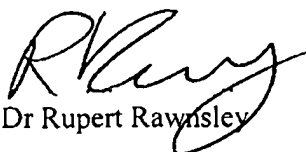
The above resolutions shall take effect as special resolutions



Dr Stephen Margetts



Dr Simon Chapman



Dr Rupert Rawnsley



Dr Richard Edge