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Company Name: **RIGBY & RIGBY LIMITED (the "Company")**

Company Number: **05884731**

**WRITTEN RESOLUTIONS**

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: **29 July**


**2019**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out on **PAGE 2** of this document be passed as special resolutions within the meaning of section 283 of the Companies Act 2006.

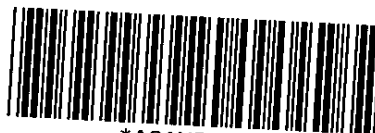
**Please read the important notes contained on PAGE 3 of this document before signifying your agreement to those special resolutions.**

Dated: **29 July** 2019

  
By Order of the Board

Registered Office: **Bridgeway House  
Bridgeway  
Stratford-Upon-Avon  
Warwickshire  
England  
CV37 6YX**

THURSDAY



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01/08/2019 #352  
COMPANIES HOUSE

### **SPECIAL RESOLUTIONS**

1. **THAT**, for the avoidance of doubt and in accordance with paragraph 42(2) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 5 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are, to the extent not already revoked, revoked and that clause is, to the extent not already deleted, deleted in its entirety so that those provisions shall, to the extent they do currently apply, no longer apply to the Company.
2. **THAT**, notwithstanding anything to the contrary in the articles of association of the Company, and in accordance with section 551 of the Companies Act 2006 and notwithstanding anything to the contrary in the articles of association of the Company, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot 200 Ordinary Shares of £1 each in the capital of the Company, up to an aggregate nominal amount of £200 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

3. **THAT**, notwithstanding anything to the contrary in the articles of association of the Company, and subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot up to 200 Ordinary Shares of £1 each in the capital of the Company pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).
4. **THAT**, the acquisition by the Company of:
  - a. the entire issued share capital of Lawson Robb Design Limited; and
  - b. the entire issued share capital of Helen Green Design Limited,

in each case from Allect Limited and in consideration for the issue, by the Company of 200 Ordinary Shares of £1 each in the capital of the Company to Allect Limited, be approved for all purposes (including, but not limited to, section 190 of the Companies Act 2006)

### **IMPORTANT NOTES**

- 1 If you agree with the special resolutions contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
  - (a) **By hand:** delivering the signed copy to David Geller, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR, United Kingdom.
  - (b) **By post:** returning the signed copy by post to David Geller, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR, United Kingdom.
  - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: david.geller@gowlingwlg.com. Please enter "**Rigby & Rigby Limited – (Share Exchange)**" in the e-mail subject box.
- 2 If you do not agree to the special resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the special resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the special resolutions to pass, they will lapse. If you agree to the special resolutions, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or other authority when returning this document.

### **AGREEMENT**

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the special resolutions set out on **PAGE 2** of this document*

The undersigned, being the sole eligible member entitled to vote on the special resolutions contained on **PAGE 2** of this document on 29 July 2019, hereby irrevocably agrees to the special resolutions.

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**Name of Shareholder**

**Signature**

**Date**

Duly authorised signatory  
for and on behalf of  
**Allect Limited**

A handwritten signature in black ink, appearing to be 'H. H. H.', written over a dotted line.

29 July 2019