

Company No: 06728813

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

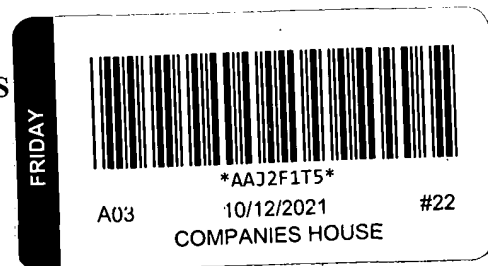
of

**DIRECT TRADE BAG COMPANY LIMITED**

(Company)

Passed on: 5<sup>th</sup> November 2021

On 5<sup>th</sup> November 2021 the following Special Resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006).



**SPECIAL RESOLUTIONS**

**1. REMOVAL OF RESTRICTION ON AUTHORISED SHARE CAPITAL**

**THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

**2. AMENDING ARTICLES OF ASSOCIATION**

**THAT**, with effect from the conclusion of the meeting on the date hereof, the articles of association of the Company be amended by inserting the following new article 26:

**"SHARE RIGHTS**


26. The rights attached to the A Ordinary Shares (of £0.10 each in the Company from time to time) and the B Ordinary Shares (of £1.00 each in the Company from time to time) are as follows:

- (a) **Dividends:** The profits which the Company determines to distribute in respect of any accounting period of the Company shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares in such proportions as the directors think fit. .
- (b) **Capital:** On a return of capital on liquidation or capital reduction or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied in:

- a. paying the holders of the A Ordinary Shares and the B Ordinary Shares an amount equal to the paid up nominal value on each Share; then
- b. paying the balance available to the holders of the A Ordinary Shares.

(c) **Voting:**

- a. Each holder of A Ordinary Shares shall be entitled to receive notice of, and to attend and speak, at any general meeting:
  - i. on a written resolution, each holder, shall have one vote in respect of each A Ordinary Share they hold; and
  - ii. each holder who (being an individual) is present in person or by proxy or (being a corporation) is present by duly authorised representative or by proxy shall, on a show of hands, have one vote each, and, on a poll, shall have one vote in respect of each Ordinary Share they hold,
- b. The B Ordinary Shares are non-voting, and each holder of B Ordinary Shares shall have no entitlement to receive notice of, and to attend and speak, at any general meeting.”

  
Signed: .....

Director