

**Companies Act 2006**

**SPECIAL RESOLUTION**

**OF PETIT ENFANT (THRAPSTON) LIMITED**

**("the Company")**



**WITH COMPANY NO. 07254981 AND WITH REGISTERED OFFICE AT CO-OPERATIVE HOUSE, WARWICK TECHNOLOGY CENTRE, GALLOWS HILL, WARWICK CV34 6DA**

duly passed at a meeting held on **13 June 2016** for the purpose of the conversion of the Company, registered under the Companies Act 2006, into a society registered under the Co-operative and Community Benefit Societies Act 2014 ("the Society"), as provided by sections 115 to 117 of the Community Benefit Societies Act 2014

**IT IS RESOLVED**

**THAT** the Company hereby determines to convert into the Society, as provided by sections 115 to 117 of the Community Benefit Societies Act 2014,

**THAT** the Society be registered with the same registered name as the Company, that is Petit Enfant (Thrapston) Limited,

**THAT** the registered address for the Society remain at Co-operative House, Warwick Technology Park, Gallows Hill, Warwick CV34 6DA,

**THAT** the enclosed set of rules be adopted as the Society's Rules,

**THAT** Edward Parker, Secretary of the Company, be appointed Secretary of the Society,

**THAT** the following three persons, members of the Company, be appointed as members of the Society

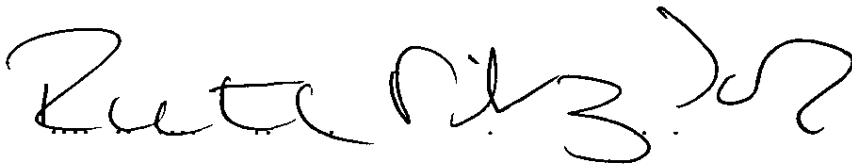
1. Ruth Joyce FITZJOHN
2. Patrick Hugo GRAY
3. Helen Rita WISEMAN

who, together with the Secretary, shall sign the Rules of the Society and who may accept any alterations made by the Financial Conduct Authority to the proposed set of rules without further consulting the Company,

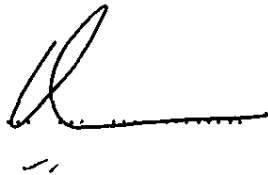
and **THAT**, where the nominal value of the Company's shares held by any of the members, other than a registered society, exceeds the amount specified in section 24(1) of the Community Benefit Societies Act 2014 (maximum shareholding), such shares representing the excess be converted into a transferable loan stock

- I bearing such rate of interest as may be fixed, and
- II repayable on such conditions as are determined by the resolution

Executed on this date in accordance with section 44 of the Companies Act 2006



Ruth FitzJohn  
Director



Edward Parker  
Secretary