

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION**

- of -

**ORTHO EXCLUSIVELY LIMITED (the "Company")
Company Number: 07493604**

PRIVATE COMPANY LIMITED BY SHARES

On ~~5 September 2018~~ ²⁰¹⁸ the following special resolution was agreed and duly passed by the member.

SPECIAL RESOLUTION

THAT:

- (A)** of the issued share capital of the Company the following be re-designated:
- 42 Ordinary Shares of £1 each in the name of Gillian Jean Bird Cottam be re-designated as 42 A Ordinary Shares of £1 each;
 - 5 Ordinary Shares of £1 each in the name of Gillian Jean Bird Cottam be re-designated as 5 B Ordinary Shares of £1 each;
 - 5 Ordinary Shares of £1 each in the name of Gillian Jean Bird Cottam be re-designated as 5 C Ordinary Shares of £1 each; and
 - 5 Ordinary Shares of £1 each in the name of Gillian Jean Bird Cottam be re-designated as 5 D Ordinary Shares of £1 each.
- (B)** the existing articles of association of the company be modified as follows:

The wording of article 30 to be amended to read:

"30.—(1) The company may by ordinary resolution declare dividends (whether interim or final) on one or more class(es) of shares to the exclusion of any other class or on all classes of shares and may differentiate between such classes as to the amount or percentage of dividend payable.

(2) A dividend must not be declared on any class of share unless the directors have made a recommendation as to its amount. Such a dividend on any class of share must not exceed the amount recommended by the directors.

FRIDAY



A24 *A7DZUK00* 07/09/2018 #385
COMPANIES HOUSE

(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

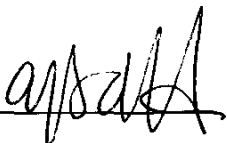
(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights."

AND

Pursuant to The Mental Health (Discrimination) Act 2013, article 18(e) "by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;" to be removed.

AGREEMENT

Signature: 

Gillian Jean Bird Cottam

Date: 05/09/2018

NOTES

If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above, and returning it to the Company. If you do not agree to the Resolution you do not need to do anything as you will be deemed to have not agreed if you fail to reply. Once you have indicated your agreement to the Resolution you may not revoke it. The Resolution must be passed within 28 days of circulation to members otherwise it will have deemed to have lapsed.