

Company No. 07755706

Private Company Limited by Shares

WRITTEN RESOLUTIONS

of FENAX DEVELOPMENTS LIMITED ("Company")

Circulation Date: 1<sup>st</sup> October 2019

TUESDAY



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15/10/2019

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Director of the Company proposes that the following resolutions be passed as special resolutions ("Resolutions")

SPECIAL RESOLUTIONS

1. The Articles of Association of the Company be and are hereby amended by inserting the following new Article to be known as Article 3 (d):-

"3 (d) The Share Capital of the Company at the date of adoption of this Article is divided into ordinary shares of £1.00 each and preference shares of £1.00 each.

The rights attached to the holders of each class of share in the capital of the Company shall be as follows:-

Ordinary shares:

- (i) to be paid dividends (if any) at such rate or rates and at such time or times as may be separately resolved by and within the absolute discretion of the Director so that the Director may declare a dividend on any class or classes of shares to the exclusion of the other or others of them and so that in the exercise of such power the directors shall not be obliged to assign any reason for their decision.
- (ii) As to capital on a winding up of the Company the holders of the ordinary shares shall have full entitlement.
- (iii) As to voting the holders of the ordinary shares shall have the right to attend and vote at all general meetings of the Company and in exercising such power shall have one vote for every share held.
- (iv) As to redemption rights, the holders of the ordinary shares shall have no redemption rights.

Preference shares:

- (i) to be paid dividends (if any) at such rate or rates and at such time or times as may be separately resolved by and within the absolute discretion of the Director so that the Director may declare a dividend on any class or classes of shares to the exclusion of the other or others of them and so that in the exercise of such power the directors shall not be obliged to assign any reason for their decision.
- (ii) As to capital on a winding up of the Company the holders of the preference shares shall be entitled to par value only.

- (iii) As to voting the holders of the preference shares shall not be entitled to attend and vote at general meetings of the Company.
- (iv) As to redemption rights, the holders of the preference shares may have their shares redeemed at the Company's option in whole or part on the giving by the Company to the holders of the shares not less than 28 days prior notice in writing at any time.

**Agreement:**

*Please read the notes at the end of this document before signifying your agreement to the resolutions. The undersigned being a person entitled to vote on the resolutions at the circulation date hereby irrevocably agree to the Resolutions.*

Signed.....  
Lee Stuart Walker

Date 14/10/2019

**NOTES**

1. If you agree to the resolution please indicate your agreement by signing and dating this document and handing it to a Director of the Company.
2. If you do not agree to the resolution you do not need to do anything.
3. Once you have indicated your agreement to the resolution you may not revoke your agreement.
4. Unless by 28 days following the circulation date sufficient agreement has been received for a resolution to pass it will lapse.

Company Number 07755706

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF FENAX DEVELOPMENTS LIMITED ("COMPANY")

Circulation date 1<sup>st</sup> October 2019

Pursuant to Chapter 2 of Part 13 of Companies Act 2006 the Director of the Company proposes that the following resolution be passed as an ordinary resolution ("Resolution")

ORDINARY RESOLUTION

That in accordance with Section 551 of the Companies Act 2006 the Director of the Company for the time being ("Director") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £50,000.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

*Agreement*

*Please read the notes at the end of this document before signifying your agreement to the resolution*

*The undersigned being a person entitled to a vote on the resolution at the circulation date hereby irrevocably agrees to the resolution.*

Signed.....  
Lee Stuart Walker

Date 14/10/2019

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15/10/2019  
COMPANIES HOUSE

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### **Notes**

- 1. If you agree to the resolution please indicate your agreement by signing and dating this document and handing it to a Director of the Company.**
- 2. If you do not agree to the resolution you do not need to do anything.**
- 3. Once you have indicated your agreement to the resolution you may not revoke your agreement.**
- 4. Unless by 28 days following the circulation date sufficient agreement has been received for a resolution pass it will lapse.**