

Company Number: 08291797

**The Companies Act 2006
Company limited by shares**

Special resolution

Planet Audit Limited



At a general meeting of the above-named company, duly convened and held at Springfield House, Sandling Road, Maidstone on 24 February 2017, the following special resolution was duly passed:

That the Articles of Association of the Company be altered in the following manner to comply with the requirements of the Audit Regulations:

1. By amending Article 1 *Defined terms* with the following additional text:

"Audit Regulations" means the Audit Regulations and Guidance issued jointly by the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants of Scotland and the Institute of Chartered Accountants in Ireland.

2. By including the following additional text, to be introduced immediately after existing Article 29:

Compliance with Audit Regulations

29A. – (1) A member shall make notification to the Company of any change in the number of shares held by them in the Company or in which they have an interest, whether those shares are held directly or indirectly.

(2) Following a resolution to do so made by the Directors, the Company may by notice in writing require a member to supply information about their interests in the Company over the previous three years.

(3) Following a resolution to do so made by the Directors, the Company may by notice in writing require any non-member whom the Directors know or have reasonable cause to believe has or had an interest in the shares of the Company to supply information about their interests in the Company over the previous three years.


(4) Where notice is served by the Company under either Article 29A(2) or Article 29A(3) and the person to whom the notice is directed fails to provide the Company with the information requested by the notice within the time specified, the Directors may by resolution direct that the holder of the shares in question shall not be entitled in respect of any shares held by them to vote either personally or by proxy at a General Meeting of the Company, or at a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company, such restrictions also applying to any resolutions proposed to the members of the Company in writing rather than at a general meeting.

(5) In the event of a registration application made by the Company in accordance with Regulation 2.05 of the Audit Regulations being rejected, or should registration be withdrawn under Regulation 7.03 of the Audit Regulations, and the Company has been informed that the refusal or withdrawal relates to the ownership of any

shareholding, the Directors may by resolution direct that the holder of the shares in question shall not be entitled in respect of any shares held by them to vote either personally or by proxy at a General Meeting of the Company, or at a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company, such restrictions also applying to any resolutions proposed to the members of the Company in writing rather than at a general meeting.

(6) Transfer of shares in the company made in accordance with Article 26 which would result in a member having an interest in the Company representing more than 3% of the aggregate nominal value of the Company's issued share capital shall require the prior approval of the Directors.

Signed

A handwritten signature in black ink, appearing to read 'Terri Jarvis', written in a cursive style.

Terri Jarvis
Director