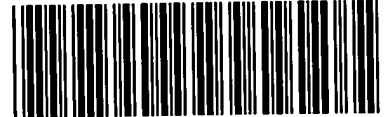


No: 08701631

WEDNESDAY



A15 *AC50MKLF* 14/06/2023 #73
COMPANIES HOUSE

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
THE ROUNDHOUSE FARM LIMITED**

At an Extraordinary General Meeting held on 31 March 2023 the following resolution was duly passed as special resolutions

SPECIAL RESOLUTIONS

1. The share capital of the Company be amended and reclassified as follows:-
 - 1.1 The 1 issued ordinary shares of £1.00 each registered in the name of Mr Robert William Bullen be and are hereby reclassified and re-designated as 'A' ordinary shares of £1.00 each ("A Shares") having the rights set out in the Company Articles as amended by this Resolution.
 - 1.2 The 1 issued ordinary shares of £1.00 each registered in the name of Mrs Catherine Dawn Bullen be and are hereby reclassified and re-designated as 'B' ordinary shares of £1.00 each ("B Shares") having the rights set out in the Company Articles as amended by this Resolution.
 - 1.3 The A Shares and B Shares shall rank pari pasu save as set out in the Company Articles as amended by this resolution.
 - 1.4 The Articles of Association shall be and are hereby amended by the insertion of new Article 3(A) as follows:-

"3(A) (a) The capital of the Company available for distribution may be applied by the Directors and/or Members in paying to the holders of any of the A Shares or B Shares at such rate and in such manner as the Directors and/or Members shall recommend or approve PROVIDED THAT the Directors and/or Members may, in their absolute discretion, recommend and/or approve payment of differing dividend payments to any class of share in the Company (so that, for the avoidance of doubt, each class of share shall not rank pari pasu with any other class of share in the capital of the Company for dividend entitlement purposes).

(b) On the return of assets on liquidation or otherwise the surplus assets of the Company remaining after the payment of its liabilities and available for distribution among the members shall be applied as if the A Shares and B Shares constituted one class of share and pro rata between

the aggregate fully paid nominal value of shares in the capital of the Company issued for the time being. The proportion of such surplus attributable to the A Shares and B Shares shall be classified as the "Class Shares Capital Value".

(c) The aggregate value of the Class Shares Capital Value shall be apportioned between the A Shares and the B Shares as follows:-

(I) the gross value of all dividends paid or payable at any time between the date of the passing of the Resolution adopting this Article 3 (A) up to the date of the return of assets, attributable to any of the A Shares or B Shares shall be calculated (net of corporation tax) and such aggregate value of dividends paid or payable shall be notionally added to the Class Share Capital Value ("Class Share Entitlement");

(II) the Class Share Entitlement shall be apportioned between the A Shares and the B Shares pro rata to the fully paid nominal value of each such class of share issued from time to time. From the amount apportioned to each class there will be deducted the gross value of all dividends paid or payable to that class, at any time between the date of the passing of the resolution adopting this Article 3(A) up to the date of the return of assets PROVIDED FURTHER that if the apportioned entitlement of any such class of share to the Class Share Entitlement as calculated shall exceed in value the aggregate of the Class Share Capital Value, then such excess in value shall be payable forthwith to the holders of that class of share so entitled, from the holders of the other class or classes of shares whose respective apportionments of the Class Share Entitlement had previously been paid to them by dividend.

Dated.....31/3/23.....

Chairman..........