

Company number 08766026

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
THOMSON & SCOTT LIMITED ("Company")**

16 January 2020

MONDAY



A14 20/01/2020 #86
COMPANIES HOUSE

The holders of the requisite percentage shares having signified their agreement in writing, the following resolutions have been passed as a special resolution.

SPECIAL RESOLUTION

That the following be adopted as Article 1A of the Company's Articles of Association:-

- (1) The objects of the Company are to promote the success of the Company;
 - (i) for the benefit of its members as a whole; and
 - (ii) through its business and operations, to have a material positive impact on (a) society and (b) the environment,

taken as a whole.
- (2) A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in paragraph (1) above, and in doing so shall have regard (amongst other matters) to:
 - a. the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any affected stakeholders,
 - b. the interests of the Company's employees,
 - c. the need to foster the Company's business relationships with suppliers, customers and others,
 - d. the impact of the Company's operations on the community and the environment and on affected stakeholders,
 - d. the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and
 - f. the need to act fairly as between members of the Company,

(together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests" and each a "Stakeholder Interest").
- (3) For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.
- (4) Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
- (5) The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.


Signed on behalf of the Company

16 January 2020