



A10 *A530L50R* #38
18/03/2016
COMPANIES HOUSE

Company No· 09043305

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COCKLEBURY FARMHOUSE HOMES LIMITED (the "Company")

By a Resolution in writing signed on *23rd February* 2016 pursuant to Chapter 2 of Part 13 of the Act by 100% of the members for the time being entitled to receive notice to attend and vote at General Meetings of the Company the following **RESOLUTIONS** were duly passed as special resolutions


SPECIAL RESOLUTIONS

- 1 That the issued share capital of the company be subdivided as follows
 - 50 A Ordinary shares of £1 00 each held by Philip Miles Taylor be subdivided into 500 A Ordinary shares of £0 10 each, and
 - 50 B Ordinary shares of £1 00 each held by Rhianydd Taylor be subdivided into 500 B Ordinary shares of £0 10 each
- 2 That, subject to and conditional upon Resolution 1 being passed, the 500 A Ordinary shares of £0 10 each and the 500 B Ordinary shares of £0 10 each, in the capital of the Company be redesignated as follows
- 3 That the Articles of Association of the Company be amended
 - i by renumbering the current Article 26 to Article 26A
 - ii by the inclusion of a new Article 26 entitled Share Capital with the following new Sub-Articles 26(a), 26(b) and 26(c)
 - (a) "As at the date of adoption of these articles the share capital of the Company shall comprise A Ordinary shares of £0 10 each ("A Shares"), B Ordinary shares of £0 10 each ("B Shares"), C Ordinary shares of £0 10 each ("C Shares"), D Ordinary shares of £0 10 each ("D Shares") and E Ordinary shares of £0 10 each ("E Shares")",
 - (b) "The A Shares, the B Shares, the C Shares, the D Shares and the E Shares shall rank par passu in all respects subject to the rights and restrictions contained in Sub-Article 26(c) below " and
 - (c) "The profits of the Company which are resolved to be divided amongst the Shareholders in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the directors shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares The Directors may pay a dividend or dividends on one or several classes of shares to the exclusion of any class or classes"
- 4 That 50 of the issued A Ordinary shares of £0 10 each of the Company held by Philip Miles Taylor be redesignated as C Ordinary shares of £0 10 each of the Company having the rights and being subject to the restrictions contained in the Articles of Association of the Company as amended pursuant to resolution number 3 above
- 5 That 25 of the issued A Ordinary shares of £0 10 each of the Company held by Philip Miles Taylor be redesignated as D Ordinary shares of £0 10 each of the Company having the

rights and being subject to the restrictions contained in the Articles of Association of the Company as amended pursuant to resolution number 3 above

- 6 That 50 of the issued B Ordinary shares of £0 10 each of the Company held by Rhianydd Taylor be redesignated as E Ordinary shares of £0 10 each of the Company having the rights and being subject to the restrictions contained in the Articles of Association of the Company as amended pursuant to resolution number 3 above
- 7 That 25 of the issued B Ordinary shares of £0 10 each of the Company held by Rhianydd Taylor be redesignated as D Ordinary shares of £0 10 each of the Company having the rights and being subject to the restrictions contained in the Articles of Association of the Company as amended pursuant to resolution number 3 above
- 8 That the 'allotment threshold' contained in Article 27 (1) of the Articles of Association of the Company be amended to 10,000 A Shares, 10,000 B Shares, 10,000 C Shares, 10,000 D Shares and 10,000 E Shares having a nominal value of £0 10 each or such other number of shares of each class as would, as a result of a subdivision or consolidation of shares, when added together, result in nominal values of £1,000 00 in respect of the A shares, £1,000 00 in respect of the B shares, £1,000 00 in respect of the C shares, £1,000 00 in respect of the D shares and £1,000 00 in respect of the E shares
- 9 That the authority for purposes of section 551 of the Companies Act of 2006 contained in article 27 (2) of the Articles of Association of the Company shall expire five years after the passing of this resolution

Signed


Director

Date

23 02 2016