

SEPARATOR SHEET

FRIDAY



A7GWYXL4

A07

19/10/2018

#170

COMPANIES HOUSE

UNANIMOUS WRITTEN SPECIAL RESOLUTION OF ALL SHAREHOLDER MEMBERS

Date first submitted to shareholder: Tuesday, 16 October 2018 ("the Circulation Date")

Pursuant to Sections 281(1)(a), 283(1)-(3) & 288 to 298 of the Companies Act 2006, the following has been proposed under Section 288(3)(a) & (5)(a) thereof to be passed and made as unanimous written Special Resolutions of all shareholders in accordance with Sections 629(1) and 630(2)(b) & (4)(b) thereof

It is hereby resolved as Special Resolutions that:

- (i) The first 28 shares in the company out of 37 original ordinary subscriber shares of 10p each currently held by Simon Lewis shall be re-designated as "B" ordinary shares of 10p each with the remaining 72 shares in the Company continuing as "A" ordinary shares of 10p each with their rights otherwise unaffected save as flows from (ii) & (iii) below, and
- (ii) The resulting "B" ordinary shares of 10p each shall be a separate class of shares that:
 - (a) shall have, as regards dividend participation and participation in any surplus on a winding up and generally, the exclusive entitlement to the benefit of the income and rights and assets attributable to the business activities currently managed by Simon Lewis and primarily comprising the "Only Marketing Jobs" jobs board plus the "Members Only" / UK Marketing Network business activities, and
 - (b) shall have an additional class voting entitlement enabling by the unanimous vote of the holders of the "B" shares extraction from the Company, as a dividend to them collectively or (notwithstanding Model Article 23 within the Articles of Association of the Company) to such beneficial owners of those shares as the holders identify, of the whole of the rights and assets attributable to and primarily used in the business activities at (a) above with freedom to then immediately operate these forthwith without any director's fiduciary obligations whatsoever to the Company that might otherwise be applicable, and
 - (c) shall, as regards dividend participation and participation in surplus on a winding up, not have any entitlement to the benefit of the income and rights and assets attributable to the remaining business activities of the Company comprising the "In House Recruitment Events Network" activity
- (iii) The "A" ordinary shares of 10p each consequently shall, as regards dividend participation and participation in any surplus on a winding up, hereafter not have any entitlement to the benefit of the income and rights and assets attributable to and primarily used in the business activities at (ii)(a) above

Agreement

The statement at the end of this document explains how to give your agreement to the Resolution and by when.

The undersigned, being the persons entitled on the Circulation Date to vote on the above resolution, hereby irrevocably agree to the resolution in each of their capacities mentioned below:



Date: 16 October 2018

Mark Lennox [as holder of 37 subscriber 10p shares then 37 "A" ordinary 10p shares]



Date: 16 October 2018

William Russell [as holder of 26 subscriber 10p shares then 26 "A" ordinary 10p shares]



Date: 16 October 2018

Simon Lewis [as holder of 37 subscriber 10p shares then 9 "A" ordinary 10p shares and 28 "B" ordinary 10p shares]

Statement

1. To give your agreement to the above Resolution, sign and date this document where indicated above and return it to the Company at its Registered Office or send a high quality scanned copy of the signed document by e-mail to:

g.simpson.consultant@vicena.co.uk

2. Unless by the end of Monday, 12 November 2018 (which is 28 days from and including the date at the start of this document) such agreement has been notified for the resolution to pass it will lapse.

