

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
OF  
UP3 SERVICES LTD  
(Company)**

SATURDAY



A07 09/10/2021 #329  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of The Companies Act 2006 (**Act**), the directors of the Company propose that the resolutions set out below be passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTION**

- 1) THAT the articles of association of the Company adopted on incorporation (and annexed to this resolution) be amended by the insertion of the following new Defined Terms at article 1.1 and the following provisions as a new article 30A respectively (as set below in *italics*):

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**Defined Terms:**

**A Shares** means the A ordinary shares of £1.00 each in the share capital of the Company from time to time, having the rights and being subject to the restrictions as provided for in these Articles;

**B Shares** means the B ordinary shares of £1.00 each in the share capital of the Company from time to time, having the rights and being subject to the restrictions as provided for in these Articles;

**C Shares** means the C ordinary shares of £1.00 each in the share capital of the Company from time to time, having the rights and being subject to the restrictions as provided for in these Articles;

**D Shares** means the D ordinary shares of £1.00 each in the share capital of the Company from time to time, having the rights and being subject to the restrictions as provided for in these Articles;

**Ordinary Shares** means the ordinary shares of £1.00 each in the share capital of the Company from time to time, having the rights and being subject to the restrictions as provided for in these Articles.

**30A: Share capital**

The rights attaching to the shares shall be as follows:

**30A.1 As regards dividends:**

- 30A.1.1        *the Ordinary Shares, A Shares, B Shares, C Shares and D Shares shall each carry a discretionary right to dividends, such that where it is determined that dividends are to be paid to the holders of Ordinary Shares, A Shares, B Shares, C Shares and/or D Shares, the directors may determine that dividends of different values may be paid to the holders of the Ordinary Shares, A Shares, B Shares, C Shares and D Shares respectively and, for the avoidance of doubt, dividends may be paid on one class of such shares to the exclusion of another; and*
- 30A.1.2        *where dividends are declared on a single class of share, such dividend shall be distributed pari passu according to the number of that class of share held by the relevant holder of such share out of the aggregate number of that particular class of share that are then in issue (the Ordinary Shares, A Shares, B Shares, C Shares and D Shares each being a different class of share for the purposes of this Article 30A.1);*

**30A.2 As regards voting:**

- 30A.2.1        *on a show of hands every holder of Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a representative or present by proxy (not being themselves a shareholder) shall have one vote;*
- 30A.2.2        *on a poll every holder of Ordinary Shares who is present in person or by proxy or (being a corporation) is present by a representative shall have one vote for every Ordinary Share he holds;*
- 30A.2.3        *in respect of Ordinary Shares, votes may be exercised by agreeing to a written resolution in accordance with the Act; and*
- 30A.2.3        *A Shares, B Shares, C Shares and D Shares confer no right to receive notice of, attend or speak at a general meeting nor any entitlement to vote in any circumstances.*

**30A.3 As regards capital on a return of assets on liquidation, a reduction of capital or otherwise, the surplus assets of the Company shall be distributed to the holders of**

*shares according to the number of shares held by each of them as a proportion of the aggregate shares in issue at the relevant time.*

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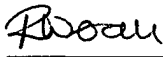
- 2) THAT, subject to the passing of resolution 1) above, that one of the A ordinary shares of £1.00 in the share capital of the Company held by Ruth Weatherall be redesignated into 1 D ordinary share of £1.00 in the share capital of the Company, with such D ordinary share having the rights and restrictions as set out in the Company's articles of association as attached to this resolution and as amended from time to time.
- 3) THAT, subject to the passing of resolution 1) and resolution 2) above, all rights of pre-emption whether in terms of the articles of association of the Company or otherwise be and are hereby waived in respect of the following proposed transfer of shares in the capital of the Company:

<b>Transferor</b>	<b>Transferee</b>	<b>Class of share</b>	<b>Number of shares</b>
Ruth Weatherall	Paul Dench	D ordinary share of £1.00	1

## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the shares in the capital of the Company that will or may be effected thereby.

Signature 


Date of signature: 30 September 2021

**Ruth Weatherall**

Signature 


Date of signature: 30 September 2021

**Matthew Shears**

Signature   
Natalie Shears (Sep 30, 2021 13:49 GMT+1)

Date of signature: 30 September 2021

**Natalie Shears**

Signature 

Date of signature: 30 September 2021

**UP3 Group Limited**

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the registered office of the Company.
- **Post:** returning the signed copy by post to the registered office of the Company.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.