

Company Number: 11226906

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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Notice of Passing of Written Resolution

of

**SHEEP INCLUDED LTD**

(the "Company")

SATURDAY



A09 \*A9XR8VF5\* 06/02/2021 #179  
COMPANIES HOUSE

Notice is hereby given that the following special resolutions were passed by the shareholders of the Company as a written resolution on 23<sup>rd</sup> December 2020:

**SPECIAL RESOLUTION**

THAT, the definition of Qualifying Company in article 2 of the Company's articles of association be amended such that it reads as follows:

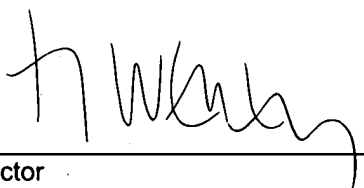
**Qualifying Company** means a company in which a Shareholder or Trustee(s) exercises control (within the meaning of section 1124 of CTA 2010);

[CTA 2010 already being defined in the articles of association as the Corporation and Taxes Act 2010.]

**SPECIAL RESOLUTION**

That, the following new articles 1.4 to 1.8 be added and included in the articles of association:

- 1.4. The objects of the Company are to promote the success of the Company:
- 1.4.1. for the benefit of the members as a whole; and
  - 1.4.2. through its business and operations, to have a material positive impact on (a) society and (b) the environment, taken as a whole.
- 1.5. 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 article 1.4 above, and in doing so shall have regard (amongst other matters) to:
- 1.5.1. 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;
  - 1.5.2. the interests of the Company's employees;
  - 1.5.3. the need to foster the Company's business relationships with suppliers, customers and others;
  - 1.5.4. the impact of the Company's operations on the community and the environment and on affected stakeholders;
  - 1.5.5. the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders; and
  - 1.5.6. 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 and the "Stakeholder Interests" and each a "Stakeholder Interest")
- 1.6 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.
- 1.7 Nothing in these Article 1.4 to 1.8 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).
- 1.8 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.

A handwritten signature in black ink, appearing to read 'M Wessely', written over a horizontal line.

Director

Print name: MICHAEL WESSELY