

**Company Number: 12600515**

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

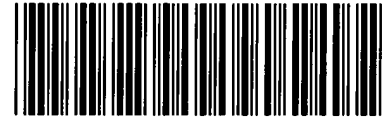
**WRITTEN RESOLUTIONS**

**OF**

**MACKENZIE SPENCER LIMITED**

**(the "Company")**

FRIDAY



\*AACRRLGJ\*

A05

10/09/2021

#29

COMPANIES HOUSE

**31<sup>st</sup> August 2021 ("Date of Circulation")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**CA 2006**"), the directors of the Company propose that the following resolutions are passed by the Company as ordinary resolutions and special resolutions respectively, as denoted below.

**SPECIAL RESOLUTIONS**

1. THAT the draft articles initialled "A" attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.
2. THAT the Company's name shall be changed to Hentons Corporate Services Limited.

**ORDINARY RESOLUTIONS**

3. That each of the existing issued 100 Ordinary shares of £1 each in the capital of the Company be reclassified as X Ordinary Shares or £1 each.
4. THAT in accordance with section 551 of the CA 2006, the directors of the Company ("Directors") are generally and unconditionally authorised to allot up to 100 Y Ordinary Shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £100.00 **Proposed Allotment**) (provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 September 2021).

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

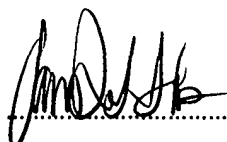
5. The approval of the appointment of Nadeem Ahmed and Peter Watson as directors of the Company.

### SPECIAL RESOLUTIONS

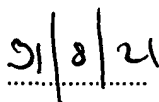
6. THAT, subject to the passing of Resolution 1 and 4 above, and in accordance with section 569 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority to make the Proposed Allotment granted by Resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment.
7. THAT, subject to the passing of resolution 1, 4 and 6 above, all rights of pre-emption contained in the Company's articles of association or otherwise in respect of the shares to be issued by the Company pursuant to the Proposed Allotment are dis-applied and that the Directors be and are hereby authorised to exercise all powers of the Company to make the Proposed Allotment by the allotment of 100 Y ordinary shares of £1 each to:

Name of proposed allottee	Number of Y Ordinary shares of £1.00 each	Aggregate subscription monies (£)
Hentons (Group) LLP	100	100

The undersigned, being the persons who are entitled to vote on the above resolutions on the Date of Circulation of them, irrevocably vote in favour of the above resolutions:



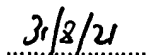
Samantha Sellars



DATE



Christopher Sellars



DATE