

THE COMPANIES ACT 2006

ORDINARY & SPECIAL RESOLUTION
OF

CHAIRBOROUGH DEVELOPMENTS LTD ("The Company")

Company Number:- 12853658

At a General Meeting of the Company held at ST GEORGES WORKS,
CORONATION ROAD, CRESSEX BUSINESS PARK, HIGH WYCOMBE HP12 3GG

on the 13th day of December 2021.

the following resolutions were passed as Ordinary Resolutions

ORDINARY RESOLUTIONS:

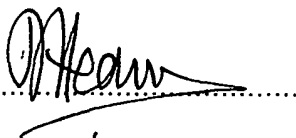
- A. **THAT** the 25 issued Ordinary Shares held by EXECUTORS OF PHYLLIS AMY HEARN of £1.00 be reclassified as "A" Ordinary shares of £1 each. Following the reclassification the 25 "A" shares shall be sub-divided into 75 issued "A" shares of £0.3333333333 each. The new Articles will allow for a share capital that is comprised of Ordinary Shares of £1 each and "A" Ordinary Shares of £0.3333333333 each
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.

the following resolution was passed as a Special Resolution

SPECIAL RESOLUTION:

1. **THAT** the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof.

Dated this 13th day of December 2021.



Director or Secretary
(*delete as applicable)

WEDNESDAY



AB2SDWR5

A04

27/04/2022

#163

COMPANIES HOUSE

AMY HEARN to RICHARD HEARN

The contents of the updated Articles of Association were also approved for adoption.

(altogether known as the "Transaction").

Documents produced to the meeting:

- Form SH02 & SH08 - to be filed with the Registrar of Companies immediately following this meeting; and
- Articles of Association – updated ready for adoption.
- Signed Ordinary and Special Resolutions
- Transfer Forms

Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED that the Transaction would promote the success of the Company for the benefit of its members as a whole, IT WAS FURTHER RESOLVED THAT:

The above shares should be transferred and credited as fully paid and the Director or Company Secretary (if appointed) shall issue share certificates to those persons set out above for their respective shares, and file Form SH02 & SH08 and the Ordinary and Special Resolutions with the Registrar of Companies as soon as possible following the conclusion of this meeting.

Filing

The Company Secretary (or such other person as the chairperson may elect) shall make all necessary and appropriate entries in the books and registers of the Company and file all appropriate paperwork with the Registrar of Companies.

Close

There was no further business and the chairperson declared the meeting closed.


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Chairperson,

It was noted that pursuant to the articles of association, a director may vote and form part of the quorum in relation to any matter in which they are interested.

Minutes of the last board meeting

The chairperson reported that the minutes of the last board meeting were correct and that no other issues arose from those minutes.

Business of the meeting

The chairperson reported that in the General Meeting held immediately prior to this meeting the following Ordinary & Special Resolutions had been passed;

1. ORDINARY RESOLUTIONS:

- A. **THAT** the 25 issued Ordinary Shares held by EXECUTORS OF PHYLLIS AMY HEARN of £1.00 be reclassified as "A" Ordinary shares of £1 each. Following the reclassification the 25 "A" shares shall be sub-divided into 75 issued "A" shares of £0.3333333333 each. The new Articles will allow for a share capital that is comprised of Ordinary Shares of £1 each and "A" Ordinary Shares of £0.3333333333 each
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.

2. SPECIAL RESOLUTION:

THAT the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof.

Transfer of Shares

The Company Secretary or chairperson reported that Transfer Forms have been received by the Company following the above changes and that it was agreed by the Directors of the Company that the transfer of shares be and are hereby approved:-

That 25 A Ordinary Shares be transferred from EXECUTORS OF PHYLLIS AMY HEARN to DAVID HEARN

That 25 A Ordinary Shares be transferred from EXECUTORS OF PHYLLIS AMY HEARN to PETER HEARN

That 25 A Ordinary Shares be transferred from EXECUTORS OF PHYLLIS

MINUTES OF A SECOND BOARD MEETING

OF

CHAIRBOROUGH DEVELOPMENTS LTD ("the Company")

Company Number:- 12853658

Minutes of a meeting of the Board of Directors

held at ST GEORGES WORKS, CORONATION ROAD, CRESSEX BUSINESS PARK, HIGH WYCOMBE HP12 3GG

on the *15th* day of *December* 2021.

Present DAVID HEARN

 PETER HEARN

 RICHARD HEARN

Chairperson

DAVID HEARN was appointed chairperson of the meeting.

Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

Interests in proposed transactions and/or arrangements with the Company

Each director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows:

<u>NAME</u>	<u>NATURE AND EXTENT OF INTEREST</u>
DAVID HEARN	SHAREHOLDER
PETER HEARN	SHAREHOLDER
RICHARD HEARN	SHAREHOLDER

MEMBERS FORM OF CONSENT

OF

CHAIRBOROUGH DEVELOPMENTS LTD ("the Company")

Company Number 12853658

To the Directors

We, the undersigned, being the holders of more than 90% in nominal value of the shares of the above named company, do hereby signify our consent to a General Meeting of the Company.

on the 13th day of December 2021.

(notwithstanding that the meeting is called by shorter notice than that specified in section 307 of the Companies Act 2006), for the purpose of considering the Ordinary and Special Resolution (and all ancillary documentation) set out in the notice convening the said meeting, a copy whereof has, for the purpose of identification, been signed by us.

Dated this 13th day of December 2021.

Signatures

Names of Members



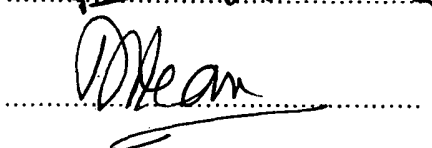
DAVID HEARN



PETER HEARN



RICHARD HEARN



EXECUTORS OF PHYLLIS AMY HEARN

NOTICE OF A GENERAL MEETING

OF

CHAIRBOROUGH DEVELOPMENTS LTD ("The Company")

Company Number:- 12853658

Notice is hereby given that a General Meeting of the Company will be held at ST GEORGES WORKS, CORONATION ROAD, CRESSEX BUSINESS PARK, HIGH WYCOMBE HP12 3GG

on the 13th day of December 2021 at 11 am/~~pm~~

When the following resolutions will be proposed as Ordinary and Special Resolutions (and will be reviewed in conjunction with all ancillary documentation):

ORDINARY RESOLUTIONS:

- A. **THAT** the 25 issued Ordinary Shares held by EXECUTORS OF PHYLLIS AMY HEARN of £1.00 be reclassified as "A" Ordinary shares of £1 each. Following the reclassification the 25 "A" shares shall be sub-divided into 75 issued "A" shares of £0.3333333333 each. The new Articles will allow for a share capital that is comprised of Ordinary Shares of £1 each and "A" Ordinary Shares of £0.3333333333 each
- B. **THAT** the Directors be unconditionally authorised pursuant to S.551 of the Companies Act 2006 to allot shares in the share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.

SPECIAL RESOLUTION:

1. **THAT** the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof.

By order of the Board


.....
Director

*A member entitled to attend and vote at the above mentioned meeting is entitled to appoint a proxy, who need not be a member of the company, to attend and vote in his stead.