

# SEPARATOR SHEET

13202511

## COMPANIES HOUSE BARCODE

TUESDAY



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29/03/2022

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COMPANIES HOUSE

**Hallmark Door Systems Group Limited ("the Company")**  
**Company No 13202511**

**Written Resolutions of the Sole Member of the Company**

Circulation Date: *22 March* 2022

The following special resolutions are proposed by the Sole Director of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**Special Resolutions**

1. That, the one Ordinary Share of £1.00 (being the entire issued share capital of the Company) currently registered in the name of Scott Chapman, be redesignated as one B Ordinary Share of £1.00, such shares having the rights set out in the articles of association to be adopted pursuant to resolution 4 below.
2. That, in accordance with Section 551 of the Companies Act 2006 and any relevant provisions of the Company's Articles of Association, the Directors of the Company be generally and unconditionally authorised for the period of five years from the date of this resolution to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company to such persons, on such terms and in such manner as they think fit, but the maximum aggregate nominal amount of shares which may be allotted in accordance with this authority shall be £5,000,000.

Save that the Company may allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company after the authority conferred by this resolution has expired, provided that allotment is made or the rights are granted in compliance with an offer or agreement previously made by the Company that would or might require shares to be allotted or rights to be granted after the authority has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

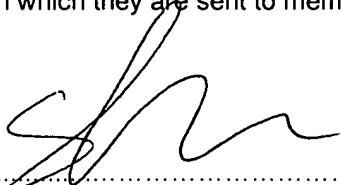
3. That, subject to the passing of resolution 2 above and in accordance with Section 570 of the Companies Act 2006, the Directors be given the power to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) pursuant to the authority conferred by resolution 2 above as if the pre-emption provisions of Section 561 of the Companies Act 2006 did not apply to that allotment provided that this power shall:
  - 3.1. be limited to the allotment of equity securities up to an aggregate nominal amount of £5,000,000; and
  - 3.2. expire five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

4. That, the regulations contained in the document circulated with these resolutions be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

Dated: 22 March 2022

The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.

The undersigned, being the members of the Company entitled to vote on the above resolutions on the first date on which they are sent to members of the Company, **Hereby Agree** to the above resolution:



.....  
Scott Chapman

Date of signature: 22/03/2022

**Notes:**

1. These written resolutions are first sent or submitted to members of the Company on the Circulation Date.
2. To signify agreement to these written resolutions, a member should sign and date them and return them to the Company within 28 days of the Circulation Date using one of the following methods:
  - 2.1 by hand: delivering the signed copy to any director;
  - 2.2 by post: returning the signed copy to the registered office of the Company; or
  - 2.3 by email: signifying agreement in an email to the Company's solicitor [nasim.sharf@wilkinchapman.co.uk](mailto:nasim.sharf@wilkinchapman.co.uk).

A member's agreement to these written resolutions, once signified, cannot be revoked.

3. These written resolutions will lapse if they are not passed before the end of the period of 28 days beginning with the Circulation Date. A member who signs them and returns them to the Company after the expiry of that period will not be regarded as signifying his agreement to them.
4. These written resolutions will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on them on the Circulation Date have signified their agreement to them.