

# SEPARATOR SHEET

## COMPANIES HOUSE BARCODE

SATURDAY



\*AAY7FC2A\*

A06

19/02/2022

#115

COMPANIES HOUSE

**NEWMARKET PROMOTIONS LIMITED (the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE MEMBERS**

**Circulation Date:** ..... 11<sup>th</sup> February ..... 2022

**Date Passed:** ..... 11<sup>th</sup> February ..... 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution numbered 1 is passed as a special resolution of the members of the Company and that the following resolutions numbered 3 and 4 are passed as ordinary resolutions of the members of the Company (numbers 1, 3 and 4 together the "**Resolutions**"):

**SPECIAL RESOLUTION**

1. IT IS RESOLVED THAT the Articles of Association set out in the document attached to these resolutions be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
2. IT IS NOTED THAT the form of Memorandum of Association attached to these resolutions is a statement of the Company's Memorandum of Association as amended by the Companies Act 2006.

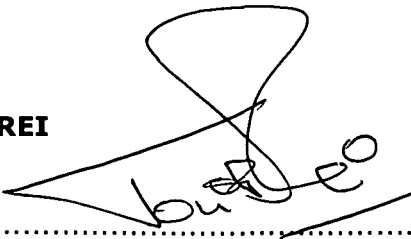
**ORDINARY RESOLUTIONS**

3. IT IS RESOLVED THAT the directors of the Company be, in accordance with section 551 of the Companies Act 2006, generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £25,000 comprising 25,000 ordinary shares of £1 each provided that this authority shall, unless renewed, varied or revoked by the Company, be exercised within five years of the date that this resolution is passed.
4. IT IS RESOLVED THAT pursuant to Article 4.8 of the Company's Articles of Association and section 180(4)(c) of the Companies Act 2006, any actual or potential conflicts of interest that any director of the Company may have in relation to the issue of shares in resolution number 2, or any matters, transactions or arrangements ancillary or supplemental thereto, be and are hereby authorised and the directors may vote and count in the quorum of any decisions made for this purpose accordingly.
5. IT IS NOTED THAT this document together with the attached Memorandum and Articles of Association will, if the Resolutions are passed, be filed by a director with the Registrar of Companies.

***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 set out above, hereby irrevocably agree to the passing of the Resolutions.

Signed by **TONI PAUL FREI**  
**Member**



Date of signature: ..... 2022

11<sup>th</sup> February

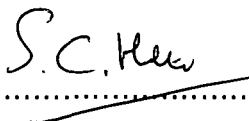
Signed by **JEREMY CHARLES GRIFFIN**  
**Member**



Date of signature: ..... 2022

11 February

Signed by **SIMON CHARLES HIBBS**  
**Member**



Date of signature: ..... 2022

11<sup>th</sup> FEBRUARY

**Notes:**

1. You can agree to all of the Resolutions, but you cannot agree to only some of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to Newmarket Promotions Limited at Cantium House, Railway Approach, Wallington SM6 0BP.
2. If you do not agree to all of the Resolutions you do not need to do anything: you will not be deemed to have agreed to the Resolutions by failing to reply.
3. Once you have indicated your agreement to all of the Resolutions you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you do agree to all of the Resolutions, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by Newmarket Promotions Limited at Cantium House, Railway Approach, Wallington SM6 0BP **within 28 days of the Circulation Date.**
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.