

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

Company name: Zepher UK Limited

Company number: 04200139

At a general meeting of the above company, duly convened and held at:

31 Grange Street
Stoke-on-Trent
Staffordshire
ST6 2JH

On the following date: 20 January 2020

The following two resolutions were passed as special resolutions:



A08

21/01/2020

#14

COMPANIES HOUSE

RESOLUTIONS

That:

- (1) The following clauses in the articles of association shall be amended or inserted as follows:

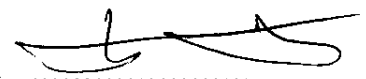
3. The Directors of the Company are generally and unconditionally authorised to allot, grant rights to subscribe for or convert securities and shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Companies Act 1985 and successive legislation

4 (iii) The company shall be generally and unconditionally authorised to purchase its own shares by passing of an ordinary resolution of its shareholders

- (2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.


Chairman

Peter Bates


20 January 2020

NOTES

- (1) This precedent is drafted, as a certificate of passing of the special resolution which a company must pass to alter its articles of association. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document, which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (2) You must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006)

**THE COMPANIES ACT 1985- 1989
PRIVATE COMPANY LIMITED BY SHARES**

**Articles of Association
Of
Zepher UK Limited**

Preliminary


1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

Share Capital

2. The Directors of the Company may (subject to regulations 3 and 4 (i) below and section 80 of the Act) allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised to allot, grant rights to subscribe for or convert securities and shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Companies Act 1985 and successive legislation
- 4.(i) Subject to any directions to the contrary that may be given by Special Resolution by the Company in General Meeting any shares which do not compromise the original authorised share capital of the Company shall before they are issued to be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
- (ii) In accordance with section 91 (1) of the Act section 89 (1) and sections (90) (1) to (6) (inclusive) of the Act shall not apply to the Company
- (iii) The company shall be generally and unconditionally authorised to purchase its own shares by passing of an ordinary resolution of its shareholders

Lien

5. (i) The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
- (ii) Regulation 8 of Table A shall not apply to the Company.

 Peter Bates
20/01/2020