

Company Number: 5700776

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

David Hester Financial Services LTD (the "Company")

31<sup>st</sup> October 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as nominated below (**Resolution**).

**SPECIAL RESOLUTION**

**THAT** the Articles of Association annexed to the Resolution be and are hereby adopted as the Company's Articles of Association.

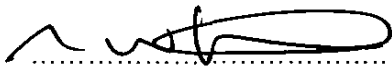
**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the persons entitled to vote on the above Resolution on the circulation date hereby irrevocably agrees to the Resolution.

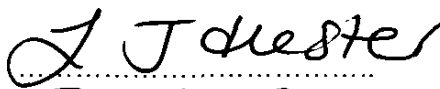
Signed by **DAVID HESTER**

Date

)   
) 31-10-2018

Signed by **LISA HESTER**

Date

)   
) 31-10-2018

TUESDAY



A05 \*A7IMCUG2\* 13/11/2018 #261  
COMPANIES HOUSE

- 1 If you agree to all of the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to all of the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 4 If you are signing this document on behalf of a person under the power of attorney or other authority please send a copy of the relevant power of attorney to authority when returning this document.

Company Number: 5700776

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

David Hester Financial Services LTD (the "Company")

31<sup>st</sup> October 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as nominated below (**Resolutions**).

**SPECIAL RESOLUTIONS**

**THAT** 40 Ordinary shares of £1.00 each registered in the name of Lisa Hester are hereby converted into 40 A Ordinary shares of £1.00 each.

**THAT** 60 Ordinary shares of £1.00 each registered in the name of David Hester are hereby converted into 60 A Ordinary shares of £1.00 each.

**THAT** the Directors are authorised for the purposes of s.551 of the Companies Act 2006 to allot B Ordinary shares in the Company to a nominal value of £100 for a period of 5 years from the date of this resolution.

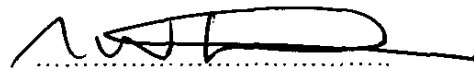
**AGREEMENT**

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 above Resolutions on the circulation date hereby irrevocably agrees to the Resolutions.

Signed by **DAVID HESTER**

)



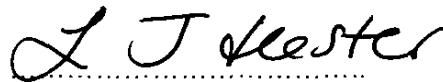
Date

)

31/10/2018

Signed by **LISA HESTER**

)



Date

)

31.10.2018

TU

A05

\*A7IMCTGJ\*  
13/11/2018  
COMPANIES HOUSE

#101

- 1 If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

- 3 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

- 4 If you are signing this document on behalf of a person under the power of attorney or other authority please send a copy of the relevant power of attorney to authority when returning this document.

**DATED 31<sup>st</sup> October 2018**

---

**ARTICLES OF ASSOCIATION  
OF DAVID HESTER FINANCIAL SERVICES LIMITED  
Company Number: 5700776**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**DAVID HESTER FINANCIAL SERVICES LIMITED**

**Company Number: 5700776**

**(Adopted by special resolution passed on 31<sup>st</sup> October 2018)**

**AGREED TERMS**

**1. INTERPRETATION**

1.1 In these Articles, the following words have the following meanings:

**A Shares:** the A Ordinary Shares of £1.00 each in the Capital of the Company;

**Act:** the Companies Act 2006;

**Appointor:** has the meaning given in article **Error! Reference source not found.**;

**Articles:** the Company's articles of association for the time being in force;

**B Shares:** the B Ordinary Shares of £1.00 each in the Capital of the Company;

**Business Day:** any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

**Director:** a director of the Company;

**Model Articles:** the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

**Shares:** the A Shares and B Shares of £1.00 each in the capital of the Company;

**Shareholder:** the holders from time to time of the Shares;

**Writing or written:** the representation or reproduction of words, symbols or other information in a visible form.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Any phrase introduced by the terms **"including"**, **"include"**, **"in particular"** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

## **2. ADOPTION OF THE MODEL ARTICLES**

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Articles 11 to 14 (inclusive), 17, 26(5), 27 to 29 (inclusive), 38, 39, 43, 49 and 50 to 53 (inclusive) of the Model Articles shall not apply to the Company.
- 2.3 Article 7 of the Model Articles shall be amended by:
  - 2.3.1 the insertion of the words "for the time being" at the end of article 7(2)(a); and
  - 2.3.2 the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may"

### **3. SHARE CAPITAL**

- 3.1 The Shares shall rank pari passu in all respects but shall constitute separate classes of Shares.

#### **Dividends**

- 3.2 The Company may by ordinary resolution declare dividends to the holders of any class of Share without declaring dividends to the holders of any other class of Share provided always that no dividend shall exceed the amount recommended by the Board. Regulation 30 shall be modified accordingly.

#### **Return of Capital**

- 3.3 On a return of capital whether on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities shall be applied among the holders of the Shares (in each case pro rata as between such holders to their respective holdings in the Company).