

COMPANIES ACT 2006

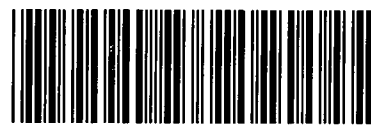
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF Blyth Equipment Limited

COMPANY NUMBER: 07150561

CIRCULATION DATE:

FRIDAY



A9WP725U

A11

22/01/2021

#143

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed (the "Resolutions")

ORDINARY RESOLUTION

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the following paragraph originally contained in the Company's Memorandum of Association and now deemed by section 28 of the Companies Act 2006 to be treated as a provision of the Company's Articles of Association be removed

"5 The Company's share capital is £26000 divided into 26000 shares of £1 each"

SPECIAL RESOLUTION

THAT, the Company's Articles of Association be amended as follows

The following Article to be inserted before Article 3 1

"3 1A The share capital of the Company shall be divided into 'A' shares of £1, 'B' shares of £1, 'C' shares of £1, 'D' shares of £1, 'E' shares of £1, 'F' shares of £1, 'G' shares of £1, 'H' shares of £1, 'I' shares of £1, 'J' shares of £1, 'K' shares of £1, 'L' shares of £1, 'M' shares of £1, 'N' shares of £1, 'O' shares of £1, 'P' shares of £1, 'Q' shares of £1, 'R' shares of £1, 'S' shares of £1, 'T' shares of £1, 'U' shares of £1, 'V' shares of £1, 'W' shares of £1, 'X' shares of £1, 'Y' shares of £1 and 'Z' shares of £1 having the following rights and restrictions

As regards voting

The holders of the 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares, the 'E' shares, the 'F' shares, the 'G' shares, the 'H' shares, the 'I' shares and the 'J' shares shall be entitled to receive notice of, attend and vote at any general meeting of the Company. The holders of the 'K' shares, the 'L' shares, the 'M' shares, the 'N' shares, the 'O' shares, the 'P' shares, the 'Q' shares, the 'R' shares, the 'S' shares, the 'T' shares, the 'U' shares, the 'V' shares, the 'W' shares, the 'X' shares, the 'Y' shares and the 'Z' shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the Company

As regards income

The 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares, the 'E' shares, the 'F' shares, the 'G' shares, the 'H' shares, the 'I' shares, the 'J' shares, the 'K' shares, the 'L' shares, the 'M' shares, the 'N' shares, the 'O' shares, the 'P' shares, the 'Q' shares, the 'R' shares, the 'S' shares, the 'T' shares, the 'U' shares, the 'V' shares, the 'W' shares, the 'X' shares, the 'Y' shares and the 'Z' shares shall rank *pari passu* with regard to entitlement to dividend except that the directors may at any time resolve to declare different dividends in relation to each class of share any may also resolve to declare a dividend on one or more classes of share and not on another class or classes.

As regards capital

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied

- (i) first in paying to the holders of the 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares, the 'E' shares, the 'F' shares, the 'G' shares, the 'H' shares, the 'I' shares, the 'J' shares, the 'K' shares, the 'L' shares, the 'M' shares, the 'N' shares, the 'O' shares, the 'P' shares, the 'Q' shares, the 'R' shares, the 'S' shares, the 'T' shares, the 'U' shares, the 'V' shares, the 'W' shares, the 'X' shares, the 'Y' shares and the 'Z' shares an amount per share equal to the sum paid up or credited as paid up thereon
- (ii) next and subject to (i) hereof, the balance of such assets shall belong to and be distributed amongst the holders of the 'A' shares, the 'B' shares, the 'C' shares, the 'D' shares, the 'E' shares, the 'F' shares, the 'G' shares, the 'H' shares, the 'I' shares, the 'J' shares, the 'K' shares, the 'L' shares, the 'M' shares, the 'N' shares, the 'O' shares, the 'P' shares, the 'Q' shares and the 'R' shares in proportion to the amounts paid up or credited as paid up thereon

AND FURTHER THAT the 100 ordinary share in issue at the date of the passing of these resolutions shall be re-designated as follows –

Jonan Hornby – 50 A shares

Russell Hornby – 50 B shares

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date stated above, hereby irrevocably agree to the Resolutions

Signed



Date

11/01/2021

14/1/2021

Notes

- 1 If you agree to the resolutions, please signify your agreement by signing against your name where indicated, enter the date on which you signed the document. Please then return the document to the Company.
- 2 If you sign the document and return it to the Company without indicating whether you agree to the resolutions being passed, it will be assumed by the Company that you agree to the resolutions being passed, it will be assumed by the Company that you agree to the resolutions being passed.
3. If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
4. If not passed by the requisite majority of members, these written resolutions shall lapse after a period of 28 days beginning with the circulation date.

5. Once the resolutions have been signed and returned to the Company, your agreement to them may not be revoked.