WEDNESDAY
ABUZ3FRL
A09 11/01/2023 #147
COMPANIES HOUSE

THE COMPANIES ACT 2006

WRITTEN SPECIAL RESOLUTION

of

ACTIVATE LUBRICANTS LIMITED

Company No. 09919644 (Company)

(Passed 24/02/ **2021)**

Circulation Date: **2021**

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

SPECIAL RESOLUTIONS

1. THAT the rights attaching to the C Ordinary shares of £1 each and D Ordinary shares of £1 each in the Company (**Shares**) be varied so that before 28 February 2021 the Company shall be entitled to give to any holder(s) of Shares a notice of conversion (**Conversion Notice**) in respect of all or any part of the Shares registered in their name to convert said Shares into A shares, B shares, E shares, F shares, G shares, or H shares of £1 each in the Company.

   (a) The Conversion Notice shall state:

      (i) the number of Shares to be converted;

      (ii) the class of shares (A shares, B shares, E shares, F shares, G shares or H shares) into which the Shares are to be converted;

      (iii) the date for conversion or if no date is stated then the date for conversion shall be the date of the giving of a Conversion Notice.

   (b) Conversion of the Shares shall take place at the registered office for the time being of the Company on the conversion date specified above if the Conversion Notice is accepted by the holder(s) of Shares to whom it was sent and, for the avoidance of doubt, if the Conversion Notice is not accepted by the holder(s) of Shares to whom it was sent, then no conversion shall take place.

   (c) Each holder of Shares to be converted that accepts a Conversion Notice shall on or before the date for conversion deliver to the Company the certificates in respect of the shares to be converted for cancellation and the Company shall issue new share certificates at the rate of one fully paid A share, B share, E share, F share, G share or H share in the Company (as per the Conversion Notice) for each Share and if the holder of any Shares to be converted fails to comply with their obligation to deliver up the certificates of those Shares at the time of conversion, the Company may elect either:

(i) to waive that obligation and proceed immediately with the conversion of those Shares, upon such (if any) additional terms as to indemnity as the Company may reasonably require; or

(ii) to defer the conversion of those Shares until such time as certificates can be produced in respect of them.

(d) The A shares, B shares, E shares, F shares, G shares, or H shares in the Company shall have such rights as set out in the articles of association of the Company.

2. THAT the regulations attached to this written resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with immediate effect.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Special Resolutions, hereby irrevocably agree to the Special Resolutions.

Name	Signature	Date
MALCOLM HARVEY		24/02/21
MURIEL HARVEY		24/02/21
CHARLES HARVEY		24/02/21
SUZANNE HARVEY		
CAMERON HARVEY		
WENDY HARVEY		
JAMES HARVEY		24/02/21
KATIE HARVEY		24/02/21

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SUZANNE HARVEY		
CAMERON HARVEY		24/02/21
WENDY HARVEY		24/02/21
JAMES HARVEY		
KATIE HARVEY		

NOTES

1. If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the date of circulation of the Special Resolutions, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before this date.
5. 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.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.