

**Minutes of a Meeting of the Board of Directors of ABC Limited held at 34 Northampton street,  
Aylesbury, Buckinghamshire HP34 8GF on 9 July, 2014**

Present:

John Smith - Director

Brian Smith - Director

1. It was resolved that John Smith be appointed as Chairman for the purpose of this meeting.
2. The Chairman reported that sufficient notice of the meeting had been duly given and that a quorum was present. The Chairman declared that the meeting was open.
3. With a view to converting the existing share capital of the Company and adopting revised Articles of Association it was resolved to circulate the attached (and below-mentioned) special resolutions to the Company's eligible members in accordance with sections 288 and 291 of the Companies Act 2006

*SPECIAL RESOLUTION*

- 1. That the share capital of the Company be converted from Ordinary £1 shares to 'A' shares of £1 each and 'B' shares of £1 each with a view to each of the classes having rights as defined in the revised Articles of Association*
- 2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights over the 'A' shares of £1 and 'B' shares of £1*
- 3. That the authority given to the directors pursuant to Section 551 of the Companies Act 2006 shall expire five years after the passing of these resolutions unless previously renewed or varied save that the Directors may notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.*
- 4. That the following clauses defining the rights of each of the share classes be approved and adopted:*

*23. The present share capital of the Company is divided into 'A' shares of £1 each and 'B' shares of £1 each, which shall constitute different classes of shares for the purposes of the Act, with the following rights.*

*Rights as to Profits, Assets and Voting*

*(a) As regards Income*

*The 'A' and 'B' shares shall entitle the holders thereof to receive dividends made by the Company, either in specie or in cash, at such rate or rates as between 'A' and 'B' shareholders and at such time or times as may be resolved by the directors.*

*(a) As regards Capital*

*In the event of a liquidation or winding up after the Company has discharged all its debts, obligations and liabilities the fully paid 'A' shares shall have a right to repayment at their par value*

and also the right to participate in the distribution of any surplus.

(a) As regards Voting

*The 'A' shares only shall entitle the holders thereof to receive notice of or to attend and/or vote at any general meeting of the Company.*

*The 'B' Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company unless the business of the meeting includes the consideration of a resolution for the reduction in the capital or any resolution directly or adversely modifying or derogating any of the special rights or privileges attached or later attached to the 'B' shares in which case the holders thereof shall only be entitled to vote at the relevant meeting in respect of such resolution or resolutions.*

*5. That the regulations set forth in the attached printed document be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association*

4. The meeting was then adjourned so that the Written Resolution could be sent to and passed by every eligible member of the Company.

5. Upon resumption it was noted that the Written Resolution had been passed by all eligible members of the Company and it was resolved that the signed original be retained with the general meeting minute book and that a certified copy be filed at the Companies Registry.

6. It was resolved that the ordinary shares currently in issue be re-designated as follows:

<b>Shareholder</b>	<b>'A' Shares</b>	<b>'B' Shares</b>
<b>Tom Jones</b>	<b>100</b>	<b>0</b>
<b>Arthur Jones</b>	<b>100</b>	<b>100</b>

7. It was resolved to allot the following additional shares.

<b>Name</b>	<b>New Share Allotment</b>
<b>Tom Jones</b>	<b>50 'A' shares of £1 each</b>
<b>Tom Jones</b>	<b>50 'B' shares of £1 each</b>
<b>Arthur Jones</b>	<b>50 'A' shares of £1 each</b>
<b>Arthur Jones</b>	<b>50 'B' shares of £1 each</b>

8. It was resolved to cancel any existing share certificates and to issue shares in accordance with paragraphs 6 and 7 above.

9. It was resolved to enter details of the share re-designation in the register of members.

10. It was agreed to file the following documents relating to this transaction at the Companies Registry:

- (a) Record of written resolutions
- (b) Revised Articles of Association of the Company
- (c) Form SH10 - Notice of Particulars of Variation of Rights attached to Shares
- (d) Form SH01 - Notice of Allotment of Additional Shares

11. There being no further business the meeting then ended.

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Chairman

Dated this 9 July, 2014

# ABC Limited

Company Number: 035477577

## Written Resolution

(in accordance with section 288 of the Companies Act 2006)

of

## ABC Limited

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 Special Resolutions.

### *SPECIAL RESOLUTION*

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Agreement

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

We, the undersigned, being all of the members of the Company hereby irrevocably agree to this Resolution

Date of Signatures 9 July, 2014

Signature .....(Tom Jones)

Signature .....(Arthur Jones)

**NOTES**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to 34 Northampton street, Aylesbury, Buckinghamshire HP34 8GF  
You may not return the Resolution to the Company by any other method.  
If you do not agree to 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. Unless, within 28 clear days from the date of this Resolution, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

# ABC Limited

Company Number: 035477577

## Record of Written Resolutions

(in accordance with section 288 of the Companies Act 2006)

of

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Date of Signatures 9 July, 2014

Signature .....(Tom Jones)

Signature .....(Arthur Jones)