

No. 8668437

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A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PINION CONSULTING LIMITED



A34YIQDU

A26 02/04/2014 #147
COMPANIES HOUSE

WEDNESDAY

At a **GENERAL MEETING** of the above named company held on *22 March 2014*
the following **RESOLUTIONS** were passed as **SPECIAL RESOLUTIONS**:-

RESOLUTIONS

- 1 That the existing Share Capital of the Company being £1 divided into 1000 Ordinary shares of £0.001 each be redesignated £1 shares and therefore increase the issued Share Capital to £1,000
- 2 At the date of this Special Resolution the 1,000 Ordinary shares of £1 each be again redesignated and described as 1,000 "A" Ordinary shares of £1 each and the share issue be increased to £1,002 by the creation of a "B" Ordinary share of £1 and a "C" Ordinary share of £1
 - (a) The "C" Ordinary share shall not, in the event of the winding up of the Company, confer on the holders thereof the right to rank in priority to the holders of "A" and "B" Ordinary Shares or the right to a participation in the assets of the Company but shall be at par value
 - (b) Any dividend payable on any class of share shall be decided by the Company in General Meeting (if and so far as, the profits of the Company justify such payment) and such dividends may vary from time to time and may be payable on one class of share only or any classes of share as may be. The amount of any dividend (if any) payable on such shares is at the discretion of the Company. Any such dividend shall be payable by the Company at any time or times as may be decided by the Company
 - (c) The Directors may allot the "C" Ordinary shares from time to time to immediate family members of existing "A" and "B" Ordinary shareholders or to employees of the Company as they shall think fit

(d) An holder of the "C" Ordinary share being an immediate family member, spouse or partner of the existing "A" and "B" Ordinary shareholders shall be entitled to hold and retain the same so long as they remain a member of the immediate family, and if by death, withdrawal, or otherwise, ceases to be an immediate member, spouse or partner the holder or legal personal representative shall be bound upon the request in writing of the Directors and upon payment of the par value to transfer such share within twenty eight days from the said payment and request to such person as the Directors may nominate

(e) The holder of a "C" Ordinary share shall be entitled to hold and retain the same so long as he remains as employee of the Company, and if by death, resignation, withdrawal, dismissal, or otherwise, he ceases to be an employee of the Company he or his legal personal representatives shall be bound upon the request in writing of the Directors and upon payment of the par value to transfer such share within twenty eight days from the said payment and request to such person as the Directors may nominate

(f) That 500 Ordinary shares of £1 each held by Andrew Freeley be established as redesignated to 500 "A" Ordinary shares of £1 each

(g) That 500 Ordinary shares of £1 each held by Kate Freeley be established as redesignated to 500 "A" Ordinary shares of £1 each

(h) At the date of this Resolution there be an issue of one "B" Ordinary share to Mr Darren Lowry

(i) At the date of this Resolution there be an issue of one "C" Ordinary share to Mrs Carolyn Lowry

(j) Save as set out aforesaid the "C" Ordinary shares shall rank in all other respects pari passu with the "A" and "B" Ordinary shares of the Company


ANDREW FREELEY

DIRECTOR