

FRIDAY



A13 *A82RKB1S* #7
05/04/2019
COMPANIES HOUSE

Company number: 07455738

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WHOCANFIXMYCAR.COM LTD (the "Company")

26 March 2019 (the "Circulation Date")

The following resolutions were duly passed as, in the case of the first and second resolutions, special resolutions and in the case of the third and fourth resolutions, ordinary resolutions (together the "**Resolutions**") on *26th March* 2019 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. **THAT** the articles of association in the form attached to these Resolutions (the "**New Articles**") be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all other articles of association.
2. **THAT**, subject to the passing of resolution 3 below, the Directors be hereby given power in accordance with section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) pursuant to the authority conferred in resolution 3 below as if section 561(1) of the Companies Act 2006 did not apply to the allotment provided that such power shall expire when the authority conferred by resolution 3 below is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting by the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

ORDINARY RESOLUTIONS

3. **THAT** the Directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to allot shares in the Company up to a maximum number of:
 - 3.1. 1,388 ordinary shares of £0.01 each;
 - 3.2. 15,447 E ordinary shares of £0.01 each; and
 - 3.3. 1 F ordinary share of £0.01; and
 - 3.4. 1 G ordinary share of £0.01,

in the capital of the Company provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

4. **THAT** the creation of a new class of:

4.1. E ordinary shares of £0.01 each;

4.2. F ordinary shares of £0.01 each; and

4.3. G ordinary shares of £0.01 each,

in the capital of the Company, the rights of which being set out in the New Articles, be and is hereby approved.

Signed: 

Director