

Company number 6632170

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AFC BOURNEMOUTH LIMITED (Company)

17<sup>th</sup> August 2012



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

#### **ORDINARY RESOLUTIONS**

- 1 That a new class of 6% £1,000 preference share be created,
- 2 That the directors be granted general authorisation, in accordance with section 551 of the Companies Act 2006, for a period of 5 years from the date of the adoption of this resolution, to exercise all the powers of the Company to allot preference shares in the Company up to a nominal value of £1,500,000

#### **SPECIAL RESOLUTION**

- 1 That the Articles of Association be amended as follows
  - a **A new definition of "Preference Share" be inserted after definition of "Permitted Group" in Article 1.1 as follows:**

"Preference Share a 6% preference share of £1,000 in the capital of the Company designated as a Preference Share,"
  - b **A new Article 13.2 be inserted as follows:**

"13.2 The Preference Shares will entitle the holders thereof to receive notice of all general meetings but will not entitle the holders to attend or vote at any general meeting or to participate in the profits or assets of the Company other than as set out in this Article 13.2 The Preference Shares shall

- (a) carry a fixed cumulative preferential dividend at the rate of 6% per annum of the capital paid up on those shares for the time being (exclusive of the associated tax credit), and
- (b) Such dividend shall be payable half yearly on 28<sup>th</sup> February and 31<sup>st</sup> August in each year in respect of the half years ending on those dates, the first such payment to be made on 28<sup>th</sup> February 2013 calculated in respect of the period commencing on 17<sup>th</sup> August 2012

On a winding up or repayment of capital, holders of Preference Shares shall also be entitled to repayment of the capital paid up on those shares together with a sum equal to any arrears or deficiency of the fixed dividend calculated down to the date of the return of the capital Any payment made under this Article 13.2 is to be made in priority to any payment to the holders of the A Shares and B Shares ”

**c Article 14.1 be deleted and replaced with the following:**

“14 1 Subject to clause 14 2 below, no shares in the Company shall be allotted nor any right to subscribe for or to convert any security into any shares in the Company shall be granted unless before that allotment or grant (as the case may be) every shareholder for the time being has consented in writing to that allotment or grant and its terms and to the identity of the proposed allottee or grantee ”

**d A new Article 14.2 be inserted as follows:**

“14 2 The directors shall have a general authorisation, in accordance with section 551 of the Act, for a period of 5 years, to exercise all the powers of the Company to allot Preference Shares in the Company up to a nominal value of £1,500,000 ”

**e Existing Article 14.2 be renumbered as 14.3.**

**f A new Article 15.3 be inserted as follows:**

“15 3 No holder of a Preference Share shall transfer any such share except as agreed by a majority of the A Shareholders and a majority of the B Shareholders ”

**g The square brackets from Article 22.4(a) be removed.**

**h The following wording be deleted from Article 22.4(b):**

“[or employees' share scheme]”

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on *17th August* 2012, hereby irrevocably agrees to the Resolutions

Signed by Edmund Mitchell  
Date

Signed by Brenda Mitchell  
Date

Signed by NRS Directors Ltd  
On behalf of AFCB Enterprises  
Limited  
Date



17th August 2012

## NOTES

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company's registered office address
- **Post** returning the signed copy by post to the Company's registered office address

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement

3 Unless, by 30 days from date hereof, 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 during this date

---

4 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.

5 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.

Company number 6632170

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AFC BOURNEMOUTH LIMITED (Company)

17<sup>th</sup> August 2012



A32

23/08/2012  
COMPANIES HOUSE

#57

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

#### **ORDINARY RESOLUTIONS**

- 1 That a new class of 6% £1,000 preference share be created,
- 2 That the directors be granted general authorisation, in accordance with section 551 of the Companies Act 2006, for a period of 5 years from the date of the adoption of this resolution, to exercise all the powers of the Company to allot preference shares in the Company up to a nominal value of £1,500,000

#### **SPECIAL RESOLUTION**

- 1 That the Articles of Association be amended as follows
  - a **A new definition of "Preference Share" be inserted after definition of "Permitted Group" in Article 1.1 as follows:**

"Preference Share a 6% preference share of £1,000 in the capital of the Company designated as a Preference Share,"

- b **A new Article 13.2 be inserted as follows:**

"13.2 The Preference Shares will entitle the holders thereof to receive notice of all general meetings but will not entitle the holders to attend or vote at any general meeting or to participate in the profits or assets of the Company other than as set out in this Article 13.2 The Preference Shares shall

- (a) carry a fixed cumulative preferential dividend at the rate of 6% per annum of the capital paid up on those shares for the time being (exclusive of the associated tax credit), and
- (b) Such dividend shall be payable half yearly on 28<sup>th</sup> February and 31<sup>st</sup> August in each year in respect of the half years ending on those dates, the first such payment to be made on 28<sup>th</sup> February 2013 calculated in respect of the period commencing on 17<sup>th</sup> August 2012

On a winding up or repayment of capital, holders of Preference Shares shall also be entitled to repayment of the capital paid up on those shares together with a sum equal to any arrears or deficiency of the fixed dividend calculated down to the date of the return of the capital. Any payment made under this Article 13.2 is to be made in priority to any payment to the holders of the A Shares and B Shares ”

**c Article 14.1 be deleted and replaced with the following:**

“14.1 Subject to clause 14.2 below, no shares in the Company shall be allotted nor any right to subscribe for or to convert any security into any shares in the Company shall be granted unless before that allotment or grant (as the case may be) every shareholder for the time being has consented in writing to that allotment or grant and its terms and to the identity of the proposed allottee or grantee ”

**d A new Article 14.2 be inserted as follows:**

“14.2 The directors shall have a general authorisation, in accordance with section 551 of the Act, for a period of 5 years, to exercise all the powers of the Company to allot Preference Shares in the Company up to a nominal value of £1,500,000 ”

**e Existing Article 14.2 be renumbered as 14.3.**

**f A new Article 15.3 be inserted as follows:**

“15.3 No holder of a Preference Share shall transfer any such share except as agreed by a majority of the A Shareholders and a majority of the B Shareholders ”

**g The square brackets from Article 22.4(a) be removed.**

**h The following wording be deleted from Article 22.4(b):**

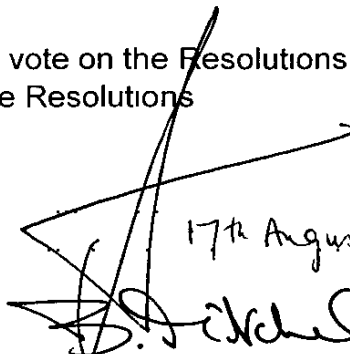
“[or employees' share scheme]”

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 17<sup>th</sup> August 2012, hereby irrevocably agrees to the Resolutions

Signed by Edmund Mitchell  
Date

  
17<sup>th</sup> August 2012

Signed by Brenda Mitchell  
Date

Signed by Nicholas Rothwell  
On behalf of AFCB Enterprises  
Limited  
Date

## NOTES

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company's registered office address
- **Post** returning the signed copy by post to the Company's registered office address

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement

3 Unless, by 30 days from date hereof, 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 during this date

4 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.

5 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.