

CRAEGMOOR GROUP (NO.1) LIMITED (the "Company")

Company No. 06633646

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

CIRCULATION DATE: 17 September 2019

SPECIAL RESOLUTIONS

RESOLUTION 1

THAT:

- (a) the Company be re-registered as an unlimited company under the Companies Act 2006, with an initial share capital of £1,123,226 comprising 1,123,226 Ordinary shares of £1.00 each, and
- (b) in conjunction with such re-registration the name of the Company will be Craegmoor Group (No.1) Unlimited.

RESOLUTION 2

THAT with effect from the Company's re-registration as an unlimited company with a share capital, 1,123,226 shares of £1.00 each be allotted to Craegmoor Group Limited and the £1,123,226 capital contribution previously made by Craegmoor Group Limited be applied as payment in full.

RESOLUTION 3

THAT with effect from the Company's re-registration as an unlimited company with a share capital and for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or directors shall have the power to issue or allot or the duration of such power shall cease to have effect.

SATURDAY



S8FWC721
SPE 12/10/2019 #24
COMPANIES HOUSE

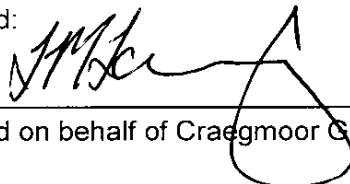
RESOLUTION 4

THAT in connection with the Company's re-registration as an unlimited company with a share capital, the Company's articles of association, including those provisions of the Company's memorandum of association which from 1 October 2009 are, by virtue of Section 28 of the Companies Act 2006, treated as part of the articles of association be replaced in their entirety with the new articles of association in the form circulated with this resolution.

The undersigned, being the Sole Member of the Company hereby agrees to the resolutions set out above.

Signed:

Date: 17 September 2019


* _____
for and on behalf of Craegmoor Group Limited

TO THE SHAREHOLDER:

Please read the following explanatory notes:

NOTES

1. Under the provisions of Part 13 of the Companies Act 2006, the written resolutions will lapse if they are not passed by 15 October 2019, which is the end of a period of 28 days beginning with the Circulation Date
2. The written resolutions are passed on the date and at the time when you have *signified* your agreement to it.
3. The relevant majority in the case of a Special Resolution, is eligible members holding not less than 75% of the total voting rights of all eligible members
4. Your agreement is *signified* when the Company receives from you an *authenticated* form of this document
5. This document is *authenticated* when it is signed and dated by you in the spaces provided.
6. You may return the authenticated form of this document by any of the following means:
 - a by posting it or delivering it by hand to 80 Hammersmith Road London W14 8UD
7. Your agreement, once signified, may not be revoked
8. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so

CRAEGMOOR GROUP (NO.1) LIMITED (the "Company")

Company No. 06633646

PRIVATE COMPANY LIMITED BY GUARANTEE

NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

DATE PASSED: 17 September 2019

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to the sole member of the Company and that the written resolutions were returned to the Company duly signed by the member and were duly passed on the date stated above.

RESOLUTION 1

THAT:

- (a) the Company be re-registered as an unlimited company under the Companies Act 2006, with an initial share capital of £1,123,226 comprising 1,123,226 Ordinary shares of £1.00 each, and
- (b) in conjunction with such re-registration the name of the Company will be Craegmoor Group (No.1) Unlimited.

RESOLUTION 2

THAT with effect from the Company's re-registration as an unlimited company with a share capital, 1,123,226 shares of £1.00 each be allotted to Craegmoor Group Limited and the £1,123,226 capital contribution previously made by Craegmoor Group Limited be applied as payment in full.

RESOLUTION 3

THAT with effect from the Company's re-registration as an unlimited company with a share capital and for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or directors shall have the power to issue or allot or the duration of such power shall cease to have effect.

RESOLUTION 4

THAT in connection with the Company's re-registration as an unlimited company with a share capital, the Company's articles of association, including those provisions of the Company's memorandum of association which from 1 October 2009 are, by virtue of Section 28 of the Companies Act 2006, treated as part of the articles of association be replaced in their entirety with the new articles of association in the form circulated with this resolution.

Signed:


Name:
Director

Date: 17 December 2019