

**FIDELIS CONTRACT SERVICES LTD**

**(the "Company")**

**(Company Number: 07682858)**

**WRITTEN RESOLUTION**

WEDNESDAY



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A28

31/03/2021

#201

COMPANIES HOUSE

**Circulation Date** 26 March 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as special resolution.

**SPECIAL RESOLUTION**

1. **THAT** the Company's Articles of Association be amended by the deletion of article 3.1 and the insertion of new article 3.1 as follows:

"3.1 The share capital of the Company is divided into "A" Ordinary Shares of £1 each, "B" Ordinary Shares of £1 each and "C" Ordinary Shares of £1 each. The rights attaching to the shares are as follows –

All shares shall be identical and rank pari passu except for the following provision –

The profits of the company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares. The Directors may pay an interim dividend or dividends on one of several classes of shares to the exclusion of any class or classes any may pay interim dividends at different rates on the respective classes of shares.

Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares

- (a) any alteration in the memorandum or articles of association of the Company.

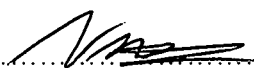
or

- (b) any increase or reduction or subdivision or consolidation or other alteration in the issued share capital of the Company or any of the rights attaching to any share capital"

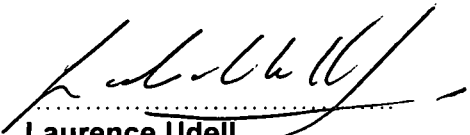
2. THAT the Company's Articles of Association be amended by the deletion of article 3.3 and the insertion of new article 3.3 as follows:

"3.3 The authority referred to in Article 3.2

- (a) shall be limited to a maximum nominal amount of £1000 "A" Ordinary Shares, £1000 "B" Ordinary Shares and £1000 "C" Ordinary Shares.
- (b) shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution, and
- (c) may only be exercised for a period of five years commencing on the date on which these articles are adopted, save that the directors may make an offer or agreement which would , or might, require Ordinary Shares to be allotted after the expiry of such authority (and the directors may allot Ordinary Shares in pursuance of an offer or agreement as if such authority had not expired)"

  
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**Naomi Curin Ansermoz**  
Dated 26 March 2021

  
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**Susan Evans**  
Dated 26 March 2021

  
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**Laurence Udell**  
Dated 26 March 2021

  
.....  
**Lloyd Ansermoz**  
Dated 26 March 2021

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to 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 \_\_\_\_\_, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.