

NOTICE OF PASSING OF RESOLUTIONS

OF

WINDWARD ENTERPRISES LIMITED

(Registered number 11390947)

(the "Company")


Notice is hereby given that in accordance with Chapter 2 of Part 13 of the Companies Act 2006, on 9 December 2019, the following resolutions were duly passed as an ordinary and a special resolution by way of written resolution:

ORDINARY RESOLUTION

1. **THAT**, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot (or to grant rights to subscribe for, or to convert any security into) up to 211 A ordinary shares of £1.00 each in the capital of the Company and up to 211 B ordinary shares of £1.00 each in the capital of the Company (such shares, the "**Shares**" and such rights, the "**Rights**"), for the avoidance of doubt, up to a maximum aggregate nominal amount of £422.00, provided that this authority shall expire on the date falling five years from the date on which this resolution is passed, unless renewed, varied or revoked by the Company prior to such expiry, save that the Company may, before such expiry, make an offer or agreement which would or might require such Shares to be allotted or Rights to be granted and the directors may allot such Shares in pursuance of such offer or agreement, or pursuant to the Rights, notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with the Act.

SPECIAL RESOLUTION

- 1 **THAT**, subject to the passing of resolution (1) above and in accordance with section 570 of the Act, the directors be generally empowered to grant the Rights and to allot the Shares pursuant to the authority conferred by resolution (1), free of any pre-emption rights (or similar restrictions) subject to the provisions of the Company's articles of association and the Act.



OLIVER MILLIGAN

Director

Windward Enterprises Limited

Date: 9 DECEMBER 2019

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