

Company Number: 06976381

TUESDAY



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CPL TRAINING GROUP LIMITED**

(Company)

Circulation Date: 26 OCTOBER 2018

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (**Act**), the following resolutions are passed as ordinary and special resolutions of the Company as indicated below:

**ORDINARY RESOLUTION**

1. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (**Act**) to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to in this resolution as **Relevant Securities**) up to an aggregate nominal value of £35 consisting of 3,500 ordinary shares of £0.01 each to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby empowered to allot equity securities

(as defined in section 560 of the Act) as if section 561 of the Act and the relevant provisions of the articles of association did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, 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 such offer or agreement as if the power conferred hereby had not expired.

**Please read the notes at the end of this document before signifying your agreement to the resolutions.**

The undersigned, being the sole person eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to those resolutions.



Director, for and on behalf of  
CPL Hospitality group Limited

Date: 25 OCTOBER 2018

**NOTES:**

1 If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:

- **By Hand** delivering the signed copy to Egerton House, 2 Tower Road, Birkenhead, England, CH41 1FN
- **Post:** returning the signed copy by post to Egerton House, 2 Tower Road, Birkenhead, England, CH41 1FN

If you do not agree with 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 The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the Circulation Date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.