

No. 7700260

The Companies Act 2006

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WAYMARK FINANCIAL LIMITED

At a **GENERAL MEETING** of the above named company held on **14th November 2016**
the following **RESOLUTION** was passed as a **SPECIAL RESOLUTION** -

RESOLUTION

That the issued share capital of the Company being £100 divided into 100 Ordinary shares of £1 each be increased to £102 by the creation of an "A" Ordinary Non Voting share of £1 and a "B" Ordinary Non Voting share of £1

- (a) The said "A" & "B" Ordinary Non Voting shares shall not entitle the holder to receive notice of or attend or vote at any General Meeting of the Company
- (b) Any dividend payable on any class of share shall be decided by the Company in General Meeting (if and so far as, the profits of the Company justify such payment) and such dividends may vary from time to time and may be payable on one class of share only or any class of share or shares as may be. The amount of any dividend (if any) payable on such shares is at the discretion of the Company Any such dividend shall be payable by the Company at any time or times as may be decided by the Company
- (c) The Directors may allot the "B" Ordinary Non Voting share from time to time to employees of the Company and to existing shareholders and families of existing shareholders, as they shall think fit
- (d) The holder of a "B" Ordinary Non Voting share shall be entitled to hold and retain the same so long as he remains as employee of the Company, and if by death, resignation, withdrawal, dismissal, or otherwise, he ceases to be an employee of the Company he or his legal personal representatives shall be bound upon the request in writing of the Directors and upon payment of the par value to transfer such share within twenty eight days from the said payment and request to such person as the Directors may nominate
- (e) The "A" and "B" Ordinary Non Voting shares shall not, in the event of the winding up of the Company, confer on the holders thereof the right to rank in priority to the holders of



Ordinary Shares or the right to a participation in the assets of the Company but shall be at par value

(f) Save as set out aforesaid the "A" & "B" Ordinary Non Voting shares shall rank in all other respects pari passu with the Ordinary shares of the Company

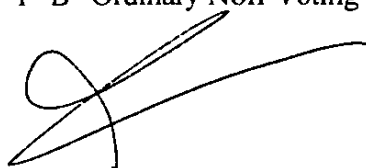
(g) At the date of this Special Resolution there will be an issue of one "A" £1 Ordinary Non Voting share to Mark Anthony Wilson and one "B" Ordinary Non Voting share to Jonathan Attenborough

(h) It is confirmed that at the date of this Special Resolution the shareholdings will be as follows

Mark Anthony Wilson	75 Ordinary shares of £1 each 1 "A" Ordinary Non Voting share of £1
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Avril Sara Davis	25 Ordinary shares of £1 each
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Jonathan Attenborough	1 "B" Ordinary Non Voting share of £1
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DIRECTOR

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