

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TUERNER & CO LIMITED

(Company No. 07700295)

Passed on: 31 AUG ~~July~~ 2021 *emt*

SPECIAL RESOLUTIONS

The following resolutions were passed as Special Resolutions of the above Company by Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on the above date:

CONVERSION OF SHARES

1. That the 500 issued ordinary shares of £1 each in the capital of the Company registered at the date hereof in the name of Christine Turner be converted to:

- a. 240 "A" ordinary shares of £1 each;
- b. 120 "C" ordinary shares of £1 each;
- c. 70 "D" ordinary shares of £1 each;
- d. 70 "E" ordinary shares of £1 each;

all having the respective rights conferred by the Articles of Association of the Company as amended by Special Resolution number 3 below.

2. That the 500 issued ordinary shares of £1 each in the capital of the Company registered at the date hereof in the name of Neil Turner be converted to:

- a. 240 "B" ordinary shares of £1 each;
- b. 120 "C" ordinary shares of £1 each;
- c. 70 "D" ordinary shares of £1 each;
- d. 70 "E" ordinary shares of £1 each;

all having the respective rights conferred by the Articles of Association of the Company as amended by Special Resolution number 3 below.

AMENDMENTS TO ARTICLES OF ASSOCIATION

3. That the Articles of Association of the Company be amended by inserting the following as a new Article 20A:

"20A Share Capital

20A.1 issued share capital



With effect from the date of adoption of this Article the issued share capital of the company is £1,000 divided into:

- (a) 240 A Shares of £1 each;*
- (b) 240 B Shares of £1 each;*
- (c) 240 C Shares of £1 each;*
- (d) 140 D Shares of £1 each; and*
- (e) 140 D Shares of £1 each.*

20A.2 Rights and restrictions attached to shares

The special rights and restrictions attached to and imposed on the different classes of shares in the company are as follows:-

Income

20A.2.1 The directors may pay an interim dividend, and the company on the recommendation of the directors may declare a dividend, on one or more classes of shares while not paying or declaring any dividend on one or more other classes of shares.

20A.2.2 Each of the shares of the company from time to time in issue and fully paid of whatever class shall confer upon the holder thereof the right to receive by way of dividend such amounts as may be paid by interim dividend, or recommended by the directors and resolved by the company to be distributed by way of dividend, on shares of that class in accordance with article 20A.2.1.

20A.2.3 On any resolution of the Company declaring a dividend or capitalising reserves, only the holders of shares of the class or classes in respect of which the dividend is proposed shall be entitled to vote; and on any such capitalisation only those shareholders who would have participated in the capitalisation if the reserve had been distributed by way of dividend shall receive any allotment of fully-paid shares, which shall consist of further shares of the same class as those held by the members participating in the allotment.

20A.2.4 The shares of each class shall rank for dividend rateably inter se according to the capital paid-up on them respectively, but without regard to the amount of dividend, if any, paid on the shares of any of the other classes

Capital

20A.2.5 In the event of a winding up of the Company or other return of capital the assets of the Company remaining after payment of its debts and liabilities and of the costs charges and expenses of such winding up shall be applied in the following manner and order of priority:-

- (a) *First in paying to the holders of any A, B and C Shares then in issue the amount paid up or credited as paid up on such ordinary shares;*
- (b) *Secondly in distributing the balance rateably amongst the holders of all shares then in issue.*

Voting

20A.2.6 *Each share of whatever class shall confer on the holder thereof one vote at any general meeting of the company."*

Christine Turner

Director