

Blue Sky Marketing Limited (the "Company")

Company Number: 09757376

Circulation date: 4/6/19

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed:

ORDINARY RESOLUTIONS:

1. THAT a new class of redeemable cumulative preference shares of £1.00 each (the "Preference Shares") be and is hereby created.
2. THAT in accordance with section 551 of the Act, the directors have the general authority to allot 80,000 Preference Shares (including, without limitation, the authority to allot to Morgan Lloyd SIPP Trustees Limited as trustees of the MLSS Ltd SIPP Re Rowley D and MLSS Ltd SIPP Re Mackie A) with a par value of £1.00 with a coupon of 13% per annum payable on the later of: (i) three business days following approval of the Company's year-end accounts by the directors; and (ii) the anniversary of the initial subscription for the Preference Shares each year. The Preference Shares are redeemable in accordance with the provisions of the Articles to be adopted at resolution 4 below. The authority given under this resolution shall expire on 22 May 2024 (unless renewed, varied or revoked by the Company prior to or on that date).

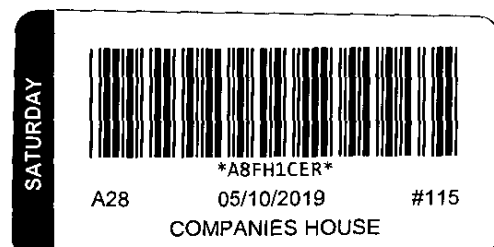
SPECIAL RESOLUTIONS:

3. THAT, subject to the passing of resolution 2 above, and in accordance with section 570 of the Act, the directors be generally empowered to allot Preference Shares pursuant to the authority (and limits) conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment.
4. THAT the Company's Articles of Association (the "Articles") be amended by:
 - a) inserting a new Article 22(A) after Article 22 as follows:

"22(A) Share Classes

The share classes and their respective rights shall be as follows:

ORDINARY



The ordinary shares have attached to them full voting rights, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

PREFERENCE SHARES 13%

The preference shares carry no voting rights (save for the right to vote on a proposed variation of class rights or the issue of further shares carrying any sort of preferential right to a dividend, in which case they shall have one vote per preference share) but carry preferential rights to dividend and capital distribution. The preference shares will have the right to a distribution of Company profits in priority to ordinary shares and will have the right of first priority of assets of the Company. They have first preference over the distribution of dividends and capital distribution, (including on winding up). They carry a right of fixed rate preferential dividend at the rate of 13% per annum on the aggregate of the nominal value of the shares and any premium paid on subscription of the shares. Any dividends paid to the holders of the preference shares shall always be paid in cash.

The dividend payable on the preference shares will accumulate until it is paid, if there is no profit available for distribution in one year, the dividend will carry over to the next year and remain payable as a priority and interest will accrue on such unpaid part at a rate of 5% per annum above the Bank of England base rate calculated over a 365 day year compounded to the end of each calendar month. The dividend is paid on the later of: (i) three business days following approval of the Company's year-end accounts by the directors; and (ii) the anniversary of the initial subscription for the preference shares each year.

The preference shares are redeemable by the holders of the preference shares or the Company on service of 30 days written notice on the later of 22/05/2024 and the date on which the Company has sufficient distributable reserves to redeem the preference shares in full or in part, subject to the ability of the Company to redeem the Preference Shares in full at any stage (where permitted by law) by unanimous consent of the shareholders. Where the Company does not have sufficient distributable reserves after 22/05/2024 to redeem the preference shares in full, it shall redeem as many of the preference shares as the Company is lawfully able to and shall apply any future distributable reserves arising to redeem the remaining preference shares and any accrued preferred dividend or interest thereon. The notice shall set out the redemption price, such price being equal to the nominal value of the shares and any premium paid on subscription and any dividends due to the shareholders which have been declared but not yet paid plus any interest due on any outstanding dividend payments.

LIQUIDATION PREFERENCE

On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the

Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:

(i) first, in paying to the holders of the preference shares the sum of £1.00 per preference share, together with a sum equal to any arrears on accruals of the fixed rate preferential dividend and any accrued interest calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of preference shares in full, the proceeds shall be distributed to the holders of the preference shares in proportion to the amounts due to each such share held; and

(ii) second, in paying by way of distribution to the holders of the ordinary shares pro rata any remaining monies."; and

b) in Article 30(2) replacing the initial word "A" with "Subject to Article 22(A), a"; and

c) in Article 38 the insertion of the words "Subject to section 318(2) of the Companies Act 2006, two qualifying persons (as defined in section 318(3) of the Companies Act 2006) entitled to vote upon the business to be transacted shall be a quorum, provided that if the Company has only one single qualifying person entitled to vote upon the business to be transacted, the quorum shall be one such qualifying person" after the words "if the persons attending it do not constitute a quorum."

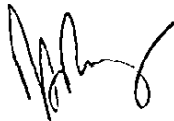
AGREEMENT

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

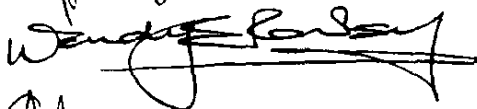
The undersigned, being persons entitled to vote on the above resolutions, HEREBY, irrevocably agree to the ordinary and special resolutions.

Dated: 4/6/19

SIGNED by David Rowley)



SIGNED by Wendy Rowley)



SIGNED by Alastair Mackie)



NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Alastair Mackie (Director), 5 All Saints Court, Church Lane, Pannal, Harrogate, HG3 1NH

You may not return the resolutions to the Company by any other method.
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 28 days after the circulation date above, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.