

Company number 05787529

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**EAST2WEST PROPERTIES LIMITED (Company)**

SATURDAY



A14 \*A75C4NAB\* 05/05/2018 #285  
COMPANIES HOUSE

April 2018 ("the Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolution 1 and 2 below are passed as ordinary resolutions (**Ordinary Resolutions**); and
- Resolutions 3 & 4 below are passed as a special resolutions (**Special Resolutions**).

## **ORDINARY RESOLUTION**

### **1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**) the Directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £100.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 1<sup>st</sup> May 2018.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80A of the Companies Act 1985 or section 551 of the CA 2006.

### **2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £100.00; and
- 2.2 expire on the 1<sup>st</sup> May 2018 (unless renewed, varied or revoked by the Company prior to or on that date).
- 2.3 THAT Article 94 of Table A be disapplied for the purposes of the forthcoming Board Meeting so as to allow Directors interested in the proposed arrangement to vote and be counted as part of a quorum

#### **SPECIAL RESOLUTIONS**

- 3 THAT each Ordinary Shares of one pound each in the Company be subdivided into twenty Ordinary Shares of 5 pence each in the Company.
- 4 THAT the following be added to the Articles of Association of the Company at Article 6A.

6A.1 Except as otherwise provided in these Articles, the following shares be deemed to be separate classes of shares and have the following rights.

- (a) The Preference Shares shall not have voting rights or entitlement to capital but shall have a preferential right to any dividend in priority to the Ordinary share capital of the Company until the 30<sup>th</sup> day of June 2020.
- (b) The Ordinary Shares shall have voting rights and shall be entitled to receive a dividend or distribution of profit subject to the rights of the holders of the Preference Shares.

For the avoidance of doubt all holders of any class of Ordinary Shares shall be entitled to a distribution of capital. The declaration and/or payment of a dividend to the holders of Preference Shares shall not entitle any holder of Ordinary Shares to the same or to any dividend.

6A.2 On the transfer of any share as permitted by these Articles:

- (a) a share transferred to a non-shareholder shall remain of the same class as before the transfer; and
- (b) a share transferred to a shareholder shall remain of the same class as before.


6A.3 No variation of the rights attaching to any class of shares shall be effective except with the sanction of a special resolution of the holders of the relevant class of shares.

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the Ordinary Resolution and Special Resolution

Signed by  
DOUGLAS CHARLES ROSS  
STOCKDALE

  
.....

Date

26.4.18  
.....

## NOTES

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Howard Wright at Jackamans Solicitors Park House Mere Street Diss Norfolk IP22 4JY
- **Post:** returning the signed copy by post to the above address
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [howard.wright@jackamans.co.uk](mailto:howard.wright@jackamans.co.uk). Please enter "Written resolutions dated April February 2018" in the e-mail subject box.

If you do not agree to all of 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 the 1<sup>st</sup> May 2018, 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.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.