

Company number 11527331

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Courthouse Holdings Limited (Company)

29th October 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

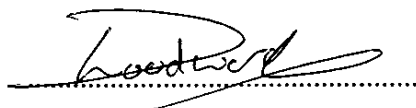
IT IS RESOLVED that the existing Articles of Association of the Company be abrogated and replaced with new Articles in the form of the attached draft.

AGREEMENT

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

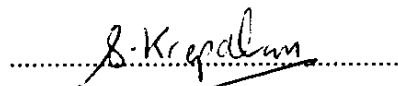
The undersigned, the persons entitled to vote on the Resolution on the 29th October 2018, hereby irrevocably agree to the Resolution:

Signed by **Dominic Woodward**
For and on behalf of Tri-Core
Developments Limited



Date 29th October 2018

Signed by **Sunder Kripalani**



Date 29th October 2018

SATURDAY



A18 *A7HWXFCM* #247
03/11/2018
COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by email to the Company's solicitors:

Newton's Solicitors Limited (ref MRJ/TRI010/001)

5 Grimbald Crag court

Knaresborough

North Yorkshire

HG5 8QB

You may not return the Resolution by any other method.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.*
3. Unless, by 31st October 2018, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company's solicitors on or before 31st October 2018.

Company Number 11527331

ARTICLES OF ASSOCIATION

OF

COURTHOUSE HOLDINGS LIMITED

(Adopted 29th October 2018)

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

COURTHOUSE HOLDINGS LIMITED

(Adopted by special resolution passed on 29th October 2018)

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, the following words have the following meanings:

Act: the Companies Act 2006;

Articles: the Company's articles of association for the time being in force;

Available Profits: the profits available for distribution within the meaning of part 23 of the Act;

Model Articles: the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles;

Shares: issued shares of any class in the capital of the Company;

Writing: any permanent means of communication including emails but excluding faxes.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an 'article' is a reference to the relevant article of these Articles unless expressly provided otherwise.

2. ADOPTION OF THE MODEL ARTICLES

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.

3. DIRECTORS' MEETINGS

- 3.1 Any decision of the directors must be taken at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with article 4.
- 3.2 Subject as provided in these Articles, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

4. UNANIMOUS DECISIONS OF DIRECTORS

- 4.1 A decision of the directors is taken in accordance with this article when all the directors indicate to each other by any means that they share a common view on a matter.
- 4.2 Such a decision may take the form of a resolution in Writing, where all the directors have signed one or more copies of it, or to which all the directors have otherwise indicated agreement in Writing.

5. NUMBER OF DIRECTORS

- 5.1 The number of directors shall not be no more than two.
- 5.2 If the total number of directors in office for the time being is one, the director must not take any decision other than a decision to appoint a second director.
- 5.3 No shareholding qualification for directors shall be required.

6. QUORUM FOR DIRECTORS' MEETINGS

Save as provided in article 5.2 the quorum at any meeting of the directors (including adjourned meetings) shall be two directors. No business shall be conducted at any meeting of the directors unless a quorum is participating at the beginning of the meeting and also when that business is voted on.

7. CHAIRING OF DIRECTORS' MEETINGS

Every meeting of the directors will be chaired by of the directors. The chairman shall not have a casting vote.

8. SHARE CAPITAL

8.1 All the shares in the capital of the Company shall rank pari passu in all respects.

9. UNISSUED SHARES

9.1 No shares in the Company shall be allotted nor any right to subscribe for or to convert any security into any shares in the Company shall be granted unless before that allotment or grant (as the case may be) every shareholder for the time being has consented in Writing to that allotment or grant and its terms and to the identity of the proposed allottee or grantee.

10. SHARE TRANSFERS

10.1 No shares in the Company shall be transferred unless before the transfer is registered every shareholder for the time being has consented in Writing to that transfer and to the identity of the proposed transferee.

11. QUORUM FOR GENERAL MEETINGS

11.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be two persons present in person or by proxy.

11.2 No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

12. CHAIRING GENERAL MEETINGS

The chairman of the board of directors shall chair general meetings. The chairman shall not have a casting vote.

13. VOTING

In the case of any resolution proposed at a general meeting any shareholder voting against such resolution shall be entitled to cast such number of votes as is necessary to defeat the resolution.

14. DIVIDEND RIGHTS

14.1 The rights as regards income attaching to the Shares shall be as set out in this article.

14.2 Subject always to there being Available Profits, either the Board or the Company in a general meeting may resolve to declare that the Company makes a distribution of *Available Profits to the holders of the Shares*.

14.3 Subject to the Act and to these Articles, the Board may pay interim dividends to the holders of the Shares if the Available Profits for the relevant period justify such payment.

14.4 Each dividend shall be declared so that the same amount is paid on each share.

15. RETURN OF CAPITAL RIGHTS

15.1 The rights as regards return of capital attaching to the Shares shall be as set out in this article.

15.2 On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the Shares so that the same amount is paid on each share.