

Company Number: 10535833

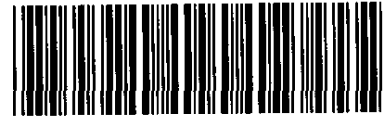
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

D2M3 (Yorkshire) Limited ("the Company")

WEDNESDAY



A12 *A76JHJCB* 23/05/2018 #134
COMPANIES HOUSE

Circulation Date:

18th May

2018

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

- resolutions 1 to 5 below are passed as special resolutions (Special Resolutions); and
- resolution 6 below is passed as an ordinary resolution (Ordinary Resolution)

SPECIAL RESOLUTIONS

1. **THAT** the 1 existing issued Ordinary Shares of £1.00 each in the capital of the Company currently in the name of David Anthony Rasche be and are hereby re-designated as 1 A Ordinary Share of £1 and having the rights attached to it as described in the table below:

A Ordinary Shares of £1	All A Ordinary Shares have a right to receive notice of, attend, speak and vote at a general meeting. All A Ordinary shares are entitled pari passu to participate in any right as to dividends and distributions declared on that class. All A Ordinary Shares have a right to participate in a return of capital.
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2. **THAT** the Company create a class of B Ordinary Shares of £1 each having the rights attached to them as described in the table below:

B Ordinary Shares of £1	All B Ordinary Shares have a right to receive notice of, attend, speak and vote at a general meeting.
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	All B Ordinary shares are entitled pari passu to participate in any right as to dividends and distributions declared on that class. All B Ordinary Shares have a right to participate in a return of capital.
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3. **THAT** the Company create a class of C Ordinary Shares of £1 each having the rights attached to them as described in the table below:

C Ordinary Shares of £1	All C Ordinary Shares have a right to receive notice of, attend, speak and vote at a general meeting. All C Ordinary shares are entitled pari passu to participate in any right as to dividends and distributions declared on that class. All C Ordinary Shares have a right to participate in a return of capital.
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4. **THAT** the Company create a class of D Ordinary Shares of £1 each having the rights attached to them as described in the table below:

D Ordinary Shares of £1	All D Ordinary Shares have a right to receive notice of, attend, speak and vote at a general meeting. All D Ordinary shares are entitled pari passu to participate in any right as to dividends and distributions declared on that class. All D Ordinary Shares have a right to participate in a return of capital.
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5. **THAT** the Company shall adopt new articles of association substantially in the form of the draft attached to this resolution and initialled by the Chairman for the purposes of identification in substitution for and to the exclusion of all existing articles of association

ORDINARY RESOLUTION

6. **THAT** in accordance with section 551 of the Act, the directors of the Company ("Directors") be generally and unconditionally authorised to further allot shares in the Company up to an aggregate nominal amount of £99 being made up of 25 A Ordinary Shares of £1 each, 26 B Ordinary Shares of £1 each, 24 C Ordinary Shares of £1 each and 24 D Ordinary Shares of £1 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

The Directors having authority under this Resolution to allot further shares in the Company propose to allot the following shares:

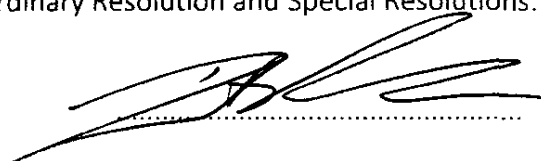
Allottee	Ordinary Shares
David Anthony Rasche	25 A Ordinary Shares (<i>currently holds 1 A Ordinary Share</i>)
Diane Rasche	26 B Ordinary Shares
<i>Children</i>	
Mark Rasche	8 C Ordinary Shares
Mark Robinson	8 C Ordinary Shares
Michelle Connolly	8 C Ordinary Shares
The trustees of the David Rasche 2015 (GOO1) #1 Discretionary Trust	24 D Ordinary Shares

AGREEMENT

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

Signed by David Anthony Rasche



Date

.....18th May 2018.....

NOTES:

1. You can choose to agree to all of the Ordinary Resolution 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 by hand or by post to LCF Law of One St James Business Park New Augustus Street Bradford BD1 5LL.

You may not return the resolutions to the Company by any other method.

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 28 days from the Circulation Date, 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.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

D2M3 (Yorkshire) Limited
(Company Number: 10535833)

(Adopted by Written Special Resolution passed on
2018)

1. Interpretation

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

The Act: the provisions of the Companies Act 1985 and the Companies Act 2006 as amended and in force prior to adoption of these Articles;

"A" Shares: the "A" ordinary shares of £1 each in the capital of the Company;

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

Business Day: a day (other than a Saturday or Sunday) when banks in London are open for business;

"B" Shares: the "B" ordinary shares of £1 each in the capital of the Company;

"C" Shares: the "C" ordinary shares of £1 each in the capital of the Company;

"D" Shares: the "D" ordinary shares of £1 each in the capital of the Company;

Designated Shares: the A Shares, the B Shares, the C Shares and the D Shares as individual classes of shares and **"Designated Class"** means anyone of them;

Group: the Company and each and any of its Subsidiaries from time to time, and **Group Company** shall be construed accordingly;

Member: a person for the time being registered in the Register of Members of the Company as the holder of any Shares;

Model Articles: the model articles of private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles;

Ordinary Shares: together the A Shares, B Shares, C Shares and D Shares from time to time in issue;

Relevant Agreement: any shareholders agreement entered into by the Members from time to time that states that it is a Relevant Agreement for the purposes of these Articles.

- 1.2 References in these Articles to writing shall be construed as including references to any method of representing or reproducing words in a legible and non-transitory form.
- 1.3 References in these Articles to paragraphs and sub-paragraphs are to the paragraphs and sub-paragraphs of the Article and paragraph in which they appear.
- 1.4 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.
- 1.5 Articles 7, 8, 11(2) and (3), 17(2), 19(5), 21, 26(5), 44(4)), 45(3), 52 and 53 of the Model Articles shall not apply to the Company.
- 1.6 Headings in these Articles are for convenience only and shall not affect the interpretation hereof.

2. Share capital

- 2.1 The share capital of the Company at the date of adoption of these Articles shall be divided into A Shares B Shares C Shares and D Shares which shall rank pari passu in all respects save as otherwise specified in these articles.

- 2.2 The Ordinary Shares shall have full rights of voting and to participate in profits of the Company where declared on the Ordinary Shares as one class.
- 2.3 The Designated Shares shall be entitled to participate in any income distributions declared on such Designated Class.
- 2.4 If and so long as the share capital is divided into different classes of Designated Shares, the directors may, subject to the provisions of the Act, pay interim dividends at variable rates on the different classes of Designated Shares, and the Company, on the recommendation of the Directors, may declare dividends at variable rates on the different classes of shares.
- 2.5 In the event of a return of capital by the Company on a winding up or otherwise the surplus assets remaining after payment of all creditors and liabilities of the Company ("the Surplus") shall be distributed between the Ordinary Shares as one class.
- 2.6 No variation of the rights attaching to any class of shares shall be effective except with consent in writing of the holders of not less than three quarters nominal value of the issued shares of the relevant class. Where a special resolution to vary the rights attaching to a class of shares is proposed at a separate general meeting of this class of shares, all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be the holders of a majority of the relevant class present in person or by proxy or (being a corporation) by a duly authorised representative. For the avoidance of doubt the declaration of dividends on one class of share to the exclusion of any other class or for differing amounts upon different classes shall not constitute a variation or abrogation of rights attaching to any class of shares.

3. Initial authority to issue relevant securities

- 3.1 The directors are authorised to exercise all powers of the Company to allot relevant securities, but only if the allotment otherwise conforms to the

requirements of these Articles and the terms of any Relevant Agreement. The maximum nominal amount of relevant securities which may be allotted under this authority shall be such amount as may from time to time be authorised by the Company in general meeting.

- 3.2 The authority conferred on the directors by this Article shall remain in force for a period of five years from the date of adoption of these Articles but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act.

4. Transfer of shares

- 4.1 All transfers of Shares shall be effected by instrument in writing in any form for the time being authorised by the Stock Transfer Act 1963 (or any statutory modification or re-enactment thereof for the time being in force) or in any other form which the directors may approve.
- 4.2 No Member shall sell, transfer, assign, pledge, charge or otherwise dispose of any Share or any interest in any Share except with the consent of all of the holders of the A Shares or otherwise in accordance with the terms of any Relevant Agreement.

5. Quorum at general meetings

- 5.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be two members present in person or by proxy or through an authorised representative one of whom shall be the holder of A Shares.
- 5.2 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.
- 5.3 If within five minutes (or such longer time as the persons present may all agree to wait) from the time appointed for any general meeting a quorum is not present, the meeting shall be dissolved.

6. Votes

- 6.1 All Members shall be entitled to receive notice of and attend and speak at any general meetings of the Company. The Members present in person or by proxy shall on a show of hands have one vote each and on a poll have one vote for each Ordinary Share of which such Member is a holder.

7. Proxies

- 7.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve, and the directors may at their discretion treat a faxed or other machine-made copy of an instrument in any such form as an original copy of the instrument. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates, and shall be deemed to include authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which it is given.
- 7.2 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority (certified notarially or in any other manner approved by the directors) may:
- 7.2.1 be delivered to the registered office, or to some other place within the United Kingdom or to some person specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 7.2.2 in case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid.

8. Number of directors

8.1 The number of directors shall not be less than one but there shall be no maximum number.

8.2 The holder of the A Shares shall each be entitled to be a director of the Company (unless disqualified from so acting) and shall be entitled by notice in writing to the Company from time to time to appoint a person to act as director in his place provided that the other directors have approved the identity of such appointee.

9. Notice of board meetings

9.1 A director may, and the secretary at the request of a director shall, call a meeting of directors.

9.2 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing (including by e-mail) to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned.

9.3 A director may waive notice of any meeting either prospectively or retrospectively.

9.4 The parties will ensure that at least seven days' notice of a meeting of directors is given to all directors entitled to receive notice accompanied by:

9.4.1 an agenda specifying in reasonable detail the matters to be raised at the meeting; and

9.4.2 copies of any papers to be discussed at the meeting.

9.5 A shorter period of notice of a meeting of directors may be given if at least two of the directors agree in writing.

- 9.6 Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all the directors agree.

10. Proceedings of directors

- 10.1 *Subject as provided in these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The directors will meet at least four times each calendar year.*
- 10.2 The quorum at any meeting of the directors (including adjourned meetings) shall be one director, being the holder or representative of the holder of A Shares. No business shall be conducted at any meeting of the directors unless a quorum is present at the beginning of the meeting and also when that business is voted on. If a quorum is not present within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for 5 Business Days at the same time and place.
- 10.3 Each director has one vote at a meeting of directors. In the event of an equality of votes on any resolution of the board the chairman shall not have a second and casting vote.
- 10.4 All or any of the directors or members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment, which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum; and accordingly, subject to Article 10.2, a meeting of the directors or committee of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations shall be deemed to take place where the

largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

- 10.5 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution, and no such resolution shall be passed unless more votes are cast for it than against it.
- 10.6 If at any time at or before any meeting of the directors or of any committee of the directors one Director present should request that the meeting be adjourned or reconvened to another time or date (whether to enable further consideration to be given to any matter or for other directors to be present or for any other reason, which he need not state) then such meeting shall be adjourned or reconvened accordingly, and no business shall be conducted at that meeting after such a request has been made. No meeting of directors may be adjourned pursuant to this Article more than once.

11. Directors' interests

- 11.1 For the purposes of section 175 of the Companies Act 2006, the Members (and not the directors) shall have the power to authorise, by resolution and in accordance with the provisions of these Articles, any matter or situation proposed to them by a director which would, if not so authorised, involve a breach of duty by a director under section 175 of the Companies Act 2006 to avoid conflicts of interest (a **Conflict**). Any authorisation of a matter or situation under this Article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised.
- 11.2 The relevant director seeking authorisation of the Conflict (the **Interested Director**) must provide the Members with such details as are necessary for the Members to decide whether or not to authorise the Conflict, together with such additional information as may be requested by the Members.

- 11.3 Any authorisation by the Members of a Conflict may (whether at the time of giving the authorisation or subsequently):
- 11.3.1 provide that the Interested Director be excluded from the receipt of documents and information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the Conflict;
 - 11.3.2 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Members think fit;
 - 11.3.3 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - 11.3.4 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 11.4 The Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Members in relation to the Conflict.
- 11.5 The Members may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 11.6 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, the Member who appointed him as a director of the Company and no

authorisation under Article 11.1 shall be necessary in respect of any such interest.

- 11.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Members in accordance with this Article (subject in each case to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 11.8 A director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 11.9 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 11.8.
- 11.10 Subject, where applicable, to the disclosures required under Article 11.8 and Article 11.9, and to any terms and conditions imposed by the Members in accordance with Article 11.3, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
- 11.11 A director need not declare an interest under Article 11.9 or Article 11.10 as the case may be:
- 11.11.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

- 11.11.2 of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
- 11.11.3 if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
- 11.11.4 if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

12. Indemnity

- 12.1 Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 12.2 The Company may buy and maintain insurance against any liability falling upon its directors or other officers, which arises out of their respective duties to the Company, or in relation to its affairs.

13. Notices: time of service

- 13.1 Any notice or other document given to any Member:

- 13.1.1 shall be in writing in the English language (or accompanied by a properly prepared translation into English);
- 13.1.2 shall be sent for the attention of the Member at his registered address or such other address as is notified to the Company in writing by any Member from time to time; and
- 13.1.3 shall be:
 - (a) delivered personally; or
 - (b) delivered by commercial courier; or
 - (c) sent by pre-paid first-class post or recorded delivery.
- 13.2 In the case of joint holders of a share, all notices must be given to the joint holder whose name stands first in the register of members of the Company in respect of the joint holding. Notice so given constitutes notice to all the joint holders.
- 13.3 Any notice or other document is deemed to have been received:
 - 13.3.1 if delivered personally, at the time of delivery; or
 - 13.3.2 if delivered by commercial courier, at the time of signature of the courier's receipt; or
 - 13.3.3 if sent by pre-paid first class post or recorded delivery, 48 hours from the date of posting; or
 - 13.3.4 if deemed receipt under the previous paragraphs of this Article is not within business hours (meaning 9.00am to 5.30pm Monday to Friday on a day that is not a public holiday in the place of receipt), when business next starts in the place of deemed receipt.

- 13.4 In proving such service or delivery, it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and posted.
- 13.5 Any requirement in these Articles for any notice, resolution or other document to be signed by or on behalf of any person shall be deemed satisfied where a notice, resolution or other document is received with the signature of the relevant person reproduced thereon by means of facsimile copy if such signature is confirmed by receipt of the notice, resolution or document bearing the original signature in manuscript within 14 days of receipt of the reproduction.

14. Relevant Agreement

- 14.1 In addition to the provisions of these articles the Members shall be obliged (except to the extent prohibited by law) to act in all respects in relation to the Company so as to give effect to all Relevant Agreements to which they are parties or by which they are otherwise bound and which are for the time being in force.
- 14.2 The Members shall procure that the directors shall act, in all respects in relation to the Company, so as to give effect to all Relevant Agreements for the time being binding on those Members.