

COMPANY NUMBER 09578014

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BRICK BY BRICK CROYDON LIMITED (Company)

Date: 2020 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the member of the Company has required the Company to propose that resolution 1 is passed as a special resolution and resolutions 2 to 5 are passed as ordinary resolutions (the **Resolutions**).

#### SPECIAL RESOLUTION

1 THAT, the articles of association of the Company be amended by:

a. Inserting a new definition of ‘*Finance Director*’ as below:

*“Finance Director means the Director appointed and designated as the finance Director,”*

b. Amending the existing definition of ‘*Director*’ to:

*“Director means a director for the time being of the Company (including any Executive Director, Finance Director and Non-Executive Director), and includes any person occupying such position, by whatever name called,”*

c. Deleting article 12.2 and replacing it with the following new article 12.2:

*“Subject to Article 12.3, the quorum for the transaction of business at a Directors’ meeting shall be any 2 Directors”:*

d. Inserting a new Article 15.3 as below:

*“Following any unanimous or majority decision taken by the Directors (whether such decision is taken by electronic means or otherwise) the record of such decision shall be circulated to the Shareholder within 2 working days of the date of the decision and in any event all meetings of the Directors shall be properly minuted and those minutes provided to the Shareholder within not more than 5 working days of such meeting taking place.”*

e. Deleting article 18.1 and replacing it with the following new article 18.1:

*“Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than 2 (and shall not be more than 4 and may*

*comprise of an Executive Director (if appointed), Finance Director (if appointed) and Non-Executive Director(s)). No shareholding qualification for Directors shall be required”*

#### **ORDINARY RESOLUTIONS**

- 2 THAT, pursuant to Article 19.2 of Company’s articles of association, Colm Lacey be removed from office as Director of the Company with immediate effect.
- 3 THAT, pursuant to Article 19.2 of Company’s articles of association, Martyn Evans be removed from office as Director of the Company with immediate effect.
- 4 THAT Duncan Whitfield be appointed to the office as Non-Executive Director of the Company with immediate effect.
- 5 THAT Ian O’Donnell be appointed to the office as Non-Executive Director of the Company with immediate effect.
- 6 THAT, pursuant to Article 51.3 of the Company’s articles of association, for so long as the Council is the sole shareholder of the Company, it shall be entitled to inspect any of the Company’s accounting or other records or documents at any time.