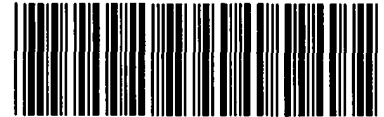


**Company number: 10002376**  
**Private Company Limited by Shares**  
**Written resolutions of**  
**ATLANTYA-WELLBEING NATION LTD**

THURSDAY



A14 \*A9FPIJ4J\* #59  
15/10/2020  
COMPANIES HOUSE

**Circulation Date 26<sup>th</sup> of September 2020**

Under Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that:

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

## **ORDINARY RESOLUTIONS**

### **1. Authority to Allot**

THAT, in accordance with section 551 of CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot:

- (a) Ordinary X Shares in the capital of the Company up to an aggregate nominal amount of £100; and
- (b) Faroosi Share in the capital of the Company up to an aggregate nominal amount of £1, having the respective rights and subject to the respective restrictions set out in the New Articles (**New Shares**). Unless renewed, varied or revoked by the Company, this authority shall expire on 31<sup>st</sup> December 2020.

### **2. Re-designation and creation of new classes of shares**

- (a) THAT the one hundred issued ordinary shares of £1 each in the capital of the Company be and are hereby re-designated as Ordinary Y Shares of £1 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles;
- (b) THE creation of one hundred Ordinary X Shares of £1 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles; and
- (c) THE creation of one Faroosi Share of £1 in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.

## **SPECIAL RESOLUTIONS**

### **3. 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:

- (a) be limited to the allotment of the New Shares; and
- (b) expire on 31<sup>st</sup> December 2020 (unless renewed, varied or revoked by the Company prior to or on that date).

#### 4. Adoption of new articles of association

THAT with effect from the passing of these written resolutions, the draft articles of association attached to this resolution (**New Articles**), be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association. **Agreement**

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

The undersigned, being the sole shareholder entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions.

Signed by Faris James Dean



Date: 26<sup>th</sup> September 2020

#### 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 delivery methods:

- **By hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office.

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 21 days from the Circulation Date, sufficient agreement is 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.