

SEPARATOR SHEET

Co. No. 14938851

COMPANIES HOUSE BARCODE

WEDNESDAY



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19/07/2023

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COMPANIES HOUSE

SPACE CENTRES (GLOS) HOLDINGS LIMITED

(Company number 14938851)

Shareholders' Ordinary and Special Resolutions

(1) Shareholders' Special Resolution – Articles of Association

THAT the articles of association attached to these written resolutions be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company.

(2) Shareholders' Ordinary Resolution - Authority to Allot New Shares

ORDINARY RESOLUTION

Subject to the passing of Resolution (1) above, that the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company provided that:-

- (a) the aggregate of the nominal amount of such shares or the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £70.00 and
- (b) this authority shall expire on 31 December 2023, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

(3) Shareholders' Ordinary Resolution – Substantial Property Transaction

THAT the purchase by the Company of the entire issued share capital of Space Centres (Glos) Limited (company number 05818959) ("**Target**"), which includes the acquisition of 1 B ordinary share of £1.00, 60 C ordinary shares of £1.00 each, 6 E ordinary shares of £1.00 each in the Target from Mark Dangerfield, a director of the Company, 1 A ordinary share of £1.00 each and 30 D ordinary shares of £1.00 each in the Target from Lucinda Dangerfield, the wife of Mark Dangerfield, and 2 F ordinary shares of £1.00 each in the Target from Will Dangerfield, a director of the Company, and 2 G ordinary shares of £1.00 each from Louis Dangerfield, the son of Mark Dangerfield, be and is hereby approved.

(4) Shareholders' Special Resolution - Disapplication of Section 561 Pre-emption on Share Issues

SPECIAL RESOLUTION

Subject to the passing of Resolution (2) above, that the Directors be and they are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 561 of the said Act did not apply to any

such allotment

PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £70.00 and shall expire on 31 December 2023, SAVE THAT the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed



Name MARK RICHARD DANGERFIELD

Date

07 July 2023

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above.
- 2 Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.