

**Company No: 00120996**

**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**  
**passed as**  
**WRITTEN RESOLUTIONS**  
**of**

**S.JENNINGS LIMITED (the "Company")**

**Circulated on 5 May 2021 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions (as appropriate) as detailed below:

**ORDINARY RESOLUTIONS**

1. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in Appendix 1 to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.
2. **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution of such of the Documents to which it is to be party and all related matters.

**SPECIAL RESOLUTIONS**

3. **THAT** the Articles of Association of the Company be and are hereby amended by the deletion of existing Article 15 and the insertion in its place of new Articles 15(1) and 15(2) as follows:

"15(1) Model Article 26(5) shall not apply to the Company.

15(2) The directors may not refuse to register the transfer of a share."



## AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions and hereby resolve that the above resolutions are approved and passed:

**Name of Shareholder**

S.Jennings Group Limited

**Signature**

DocuSigned by:  
*Mark Raban*  
.....5F53A726F0144B7.....

**Date of Signature**

5 May 2021  
.....

Copy:

Auditors

## NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways:
  - sign and return this document to Eversheds Sutherland (International) LLP, Eversheds House, 70 Great Bridgewater Street, Manchester, M1 5ES, marked for the attention of Rebecca Williams; or
  - e-mail the company at [debbiefish@lookers.co.uk](mailto:debbiefish@lookers.co.uk) (copying [RebeccaWilliams@eversheds-sutherland.com](mailto:RebeccaWilliams@eversheds-sutherland.com) ) attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated [DATE]"; or
  - if sent to you via DocuSign, electronically sign and click finish to return this document via the platform; or
  - if sent to you via an electronic signature platform, electronically sign and return this document via the platform.
2. If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. If sufficient agreement is not received by the date 28 days from and including the Circulation Date then these resolutions will lapse and the shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

## APPENDIX 1

### Documents referred to above

1. An amendment and restatement agreement to be entered into by (amongst others) (1) Lookers PLC (the "**Parent**"), (2) the Parent and the companies listed in Part 1 of Schedule 1 thereto as Obligors, (3) National Westminster Bank plc, Barclays Bank PLC, HSBC UK Bank PLC, Lloyds Bank PLC and The Governor and Company of the Bank of Ireland as Lenders, (4) The Royal Bank of Scotland PLC as Agent and (5) Natwest Markets plc as Security Trustee (the "**Security Trustee**") (as each such term is defined therein) (the "**Amendment and Restatement Agreement**") pursuant to which the parties agree to amend and restate a term and multicurrency revolving facility agreement originally dated 14 September 2006 and originally made between, amongst others, (1) the Parent, (2) the Parent and the companies listed in Part 1 of Schedule thereto (including the Company) as Original Borrowers and Original Guarantors, (3) the financial institutions listed in Part 2 of Schedule 1 thereto as Arrangers, (4) the financial institutions listed in Part 3 and Part 4 of Schedule thereto as Original Lenders and (5) The Royal Bank of Scotland PLC as Agent and Security Trustee for the Finance Parties (as each such terms is defined therein) (as amended and/or amended and restated) to make available a facility to the Parent and the Borrowers in the aggregate sum of £150,000,000.
2. An English Law debenture to be entered into by (amongst others) the Parent and the Company as Chargors in favour of the Security Trustee.

**Company No: 00120996**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTION(S) IN WRITING**  
**of**  
**S.JENNINGS LIMITED**  
**("Company")**

**Passed the 5 day of May 2021**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company was/were duly passed:

**SPECIAL RESOLUTIONS**

**THAT** the Articles of Association of the Company be and are hereby amended by the deletion of existing Article 15 and the insertion in its place of new Articles 15(1) and 15(2) as follows:

"15(1) Model Article 26(5) shall not apply to the Company.

15(2) The directors may not refuse to register the transfer of a share."

Signed: .....  
By: .....  
**Director**

DocuSigned by:  
Mark Raban  
EA63A325FD144B4

Dated: 5 May 2021