

COMPANY NUMBER: 00192238

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

APPLEYARD GROUP LIMITED

(the "Company")

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 special resolutions.

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

- 1 THAT the issued share capital of the Company be reduced from £6,676,082 (divided into 66,760,820 ordinary shares of £0.10 each) to £1 (represented by one ordinary share of £1 by cancelling and extinguishing in full all but one of the issued and fully paid ordinary shares of £1 each in the Company and the amount by which the share capital is so reduced is so reduced be credited to distributable reserves

Attachments: Solvency Statement dated 31st December 2021 signed by all the directors of the Company.

AGREEMENT BY SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the sole eligible member of the Company:

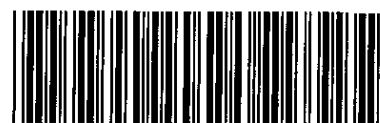
- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006,
- 2 confirm that a copy of the Solvency Statement dated 31st December 2021 signed by all directors of the Company and made pursuant to section 643 of the Companies Act 2006 has been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with section 642(2) of the Companies Act 2006), and
- 3 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 228 of the Companies Act 2006 and that the resolution shall take effect as a special resolution

For and on behalf of
APPLEYARD GROUP LIMITED

Date

31st December 2021

WEDNESDAY



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COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 31st December 2021 (the "Circulation Date")
- 3 The procedure for signifying agreement by eligible members to written resolutions is as follows:
 - (a) a member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions,
 - (b) the document must be sent to the company in hard copy form or in electronic form,
 - (c) a member's agreement to written resolutions, once signified, may not be revoked, and
 - (d) written resolution are passed when the required majority of eligible members have signified their agreement to them
- 4 To be effective, this document must be received no later than the end of the period tailing 15 days beginning on the date of the Solvency Statement
- 5 Strictly, there is a period of 28 days from the Circulation Date to pass a special resolution, failing which the resolution lapses. However, unless the resolutions are signed and returned by the sole eligible member by the earlier deadline given in paragraph 4 of this Explanatory Statement, the proposed special resolutions will be ineffective for the purpose for which they are proposed