

---

Company Name: VARLEY & GULLIVER LIMITED (the "Company")

Company Number: 00330433

WRITTEN RESOLUTION

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 29 December 2021

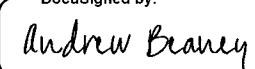
---

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that the resolutions contained on PAGE 2 of this document be passed as special resolutions within the meaning of section 283 of the Companies Act 2006 (the "Resolutions").

There is enclosed with this document a copy of the solvency statement under section 643 of the Companies Act 2006 made by all of the directors of the Company on 29 December 2021 for the purposes of section 642 of the Companies Act 2006 (the "Solvency Statement").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolutions.

Dated: 29 December 2021

DocuSigned by:  
  
.....4A8C19B6G80A453.....  
By Order of the Board

Registered Office: Westhaven House  
Arleston Way  
Shirley  
Solihull  
West Midlands  
B90 4LH

## SPECIAL RESOLUTIONS

- 1 THAT the share capital of the Company be reduced from £1,510,430 to £1.00 by cancelling and extinguishing 1,510,429 issued and fully paid up Ordinary shares of £1.00 each, with the reserve so arising being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with paragraph 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915).

IMPORTANT NOTES

- 1 If you agree with the Resolutions contained on PAGE 2 of this document, please indicate your agreement by signing and dating this document where indicated below on PAGE 4 and returning it to the Company using one of the following method:  
  
By Adobe Sign or DocuSign: via the link received to signify your agreement in this way or by returning this document through the electronic platform of Adobe Sign or DocuSign (as applicable). This would usually be automatic following you completing the electronic signing process.
- 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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by the date 28 days after the circulation date of this Resolution, sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

AGREEMENT

Please read the important notes on PAGE 3 of this document before signifying your agreement to the Resolutions set out on PAGE 2.

The undersigned, being the sole member entitled to vote on the Resolutions contained on PAGE 2 of this document on the date of its circulation by the Company hereby irrevocably agrees to the Resolutions.

---

Name of Shareholder

Signature

Date

Duly authorised signatory  
for and on behalf of  
HILL & SMITH LIMITED  
(CRN: 01270322)

DocuSigned by:

*Andrew Beaney*

1A9C19B6C80A453..

29 December 2021

---