
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 ("CA 2006"), the directors of the Company hereby propose that resolutions contained on PAGE 2 of this document be passed as special resolutions within the meaning of section 283 of the CA 2006 (the "Resolutions").

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:

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By Order of the Board

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

SPECIAL RESOLUTIONS

- 1 THAT in accordance with section 551 of the CA 2006, the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,570.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date three months from the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

- 2 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 equity securities up to an aggregate nominal amount of £1,570.00; and
- (b) expire on the date three months from there date hereof (unless renewed, varied or revoked by the Company prior to or on that date), 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 Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

- 3 THAT, notwithstanding anything to the contrary in the Company's articles of association, it is desirable to capitalise the sum of £1,570.00 (the "Sum") being the amount standing to the credit of the capital redemption reserve of the Company and accordingly the directors be authorised to capitalise the Sum and:

- (a) to appropriate it to the holder of the issued and fully paid Ordinary shares of £1.00 each in the capital of the Company who would have been entitled to it if it were distributed by way of dividend on or in respect of the Ordinary shares of £1 each and in the same proportions; and
- (b) to apply it on their behalf in paying up in full 1,570 new Ordinary shares of £1.00 each in the capital of the Company to be allotted credited as fully paid to the holder in those proportions,

and so that the shares to be issued with the authority of this resolution shall rank for all purposes pari passu with the existing issued Ordinary shares of £1.00 each in the capital of the Company and the directors shall give effect to this resolution.

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:

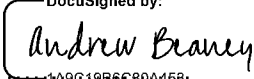
By DocuSign: via the link received to signify your agreement in this way or by returning this document through the electronic platform of DocuSign. This would usually be automatic following you completing the electronic signing process.

- 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 written 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 INC (CRN: 01270322)	<div>DocuSigned by:  <small>1A9C19B6C80A458:..</small></div>	29 December 2021
