

Company Number: 00340727

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TAYLOR CLARK LIMITED

(the "Company")

The following resolution was duly passed as a special resolution in writing of the Company with effect from 23 April 2021 in accordance with the provisions of Article 82 of the Articles of Association of the Company and Chapter 2 of Part 13 of The Companies Act 2006.

SPECIAL RESOLUTION

1. That:

- a. the transfer and transmission from the Estate of the late Mr Colin Clark to the trustees for the time being of The Underwood Trust of the 2,545,500 B Ordinary Shares of 10p registered in Mr Colin Clark's name and bequeathed by him by his will to The Underwood Trust ("the **Trust**") be hereby approved; and
- b. accordingly, that all of the provisions of the Articles of Association of the Company which would otherwise prevent such transfer and transmission taking place, and including in particular (but without limiting the generality of the foregoing) Articles 39 and 40, be hereby irrevocably waived in respect of such transfer and transmission; and
- c. subject to the presentation to them of such appropriately executed and duly stamped or marked transfer documents as required to effect such transfer and transmission and as they may require, the directors be authorised to approve the registration of the Trustees of the Trust (such trustees being for the time being Briony Jane Wilson, Robin Clark and Richard Bennison), as the holders of such 2,545,500 B Ordinary Shares of 10p each so transferred to them by the Estate.

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Director/Secretary

