

COMPANY NUMBER 00372481
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
GRAHAM & BROWN LIMITED ("the Company")

30 October 2020 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ~~ordinary~~ resolution ("the Resolution").

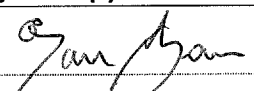

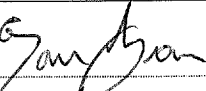
Special
RESOLUTION


THAT the terms of a conditional contract to be made between (1) the Ordinary Shareholders of the Company (2) Mark Jackson McCauley and (3) the Company (a copy of which is attached to this Resolution) ("the **Exit Option Agreement**") granting Put and Call Options pursuant to which the Company may (subject to conditions) become entitled or obliged to purchase the 33,857 A Ordinary shares of £0.01 each in the capital of the Company registered in the name of Mark Jackson McCauley for a total consideration to be calculated in accordance with the terms of the Exit Option Agreement be approved pursuant to s694 of the Companies Act 2006 (as amended by the Companies Act 2006 amended of part 18 Regulations 2013).

AGREEMENT


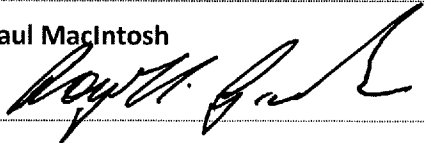




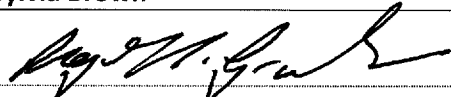
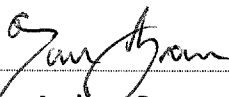
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Name of Shareholder	Signature(s)	Date
Ian Brown and Sylvia Brown as Trustees of the David Brown 2011 Interest in Possession Trust	 Ian Brown	17.11.20
	 Sylvia Brown	17.11.20
David Brown acting by his attorney Ian Brown	 Ian Brown	17.11.20

ANDREW HAROLD GRAHAM. 
Andrew Harold Graham.

16.11.20.

Name of Shareholder	Signature(s)	Date
Andrew Harold Graham, Paul MacIntosh and Roger Hugh Graham as Trustees of the Roger Hugh Graham Settlement	 Andrew Harold Graham	16.11.20.
	Paul MacIntosh	16.11.20.
	 Roger Hugh Graham	
Andrew Harold Graham, Paul MacIntosh and Roger Hugh Graham as Trustees of The Jessie M Haworth Settlement	 Andrew Harold Graham	16.11.20.
	Paul MacIntosh	16.11.20.
	 Roger Hugh Graham	
Ian Brown and Sylvia Brown as Trustees of The David Brown Settlement	 Ian Brown	17.11.20
	 Sylvia Brown	17.11.20
Roger Hugh Graham	 Roger Hugh Graham	16.11.20
	 Ian Andrew Brown	17.11.20

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand or post: delivering the signed copy or returning it by post to the Company c/o Elaine Hurn, Taylors Solicitors, Rawlings House, Exchange Street, Blackburn BB1 7JN.

Fax: faxing the signed copy to 01254 297916 marked "For the attention of Elaine Hurn".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to elaine.hurn@taylors.co.uk. Please type "Graham & Brown Written resolution" in the e-mail subject box.

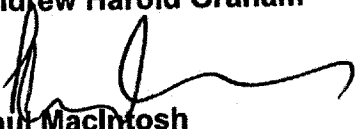

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by the date 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. 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.

5. 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.

<p>Andrew Harold Graham, Paul MacIntosh and Roger Hugh Graham as Trustees of the Roger Hugh Graham Settlement</p>	<p>Andrew Harold Graham</p>  <p>Paul MacIntosh</p> <p>Roger Hugh Graham</p>	
<p>Andrew Harold Graham, Paul MacIntosh and Roger Hugh Graham as Trustees of The Jessie M Haworth Settlement</p>	<p>Andrew Harold Graham</p>  <p>Paul MacIntosh</p> <p>Roger Hugh Graham</p>	
<p>Ian Brown and Sylvia Brown as Trustees of The David Brown Settlement</p>	<p>Ian Brown</p> <p>Sylvia Brown</p>	
<p>Roger Hugh Graham</p>	<p>Roger Hugh Graham</p>	
<p>Ian Andrew Brown</p>	<p>Ian Andrew Brown</p>	

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