

MMC RESOLUTION
COMPANY NUMBER 00372481
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

GRAHAM & BROWN LIMITED (COMPANY)

2 March 2021 ("Circulation Date")

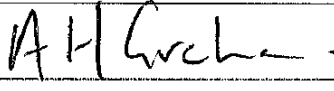

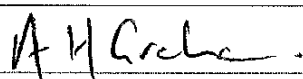


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below is passed as a special resolution ("**Resolution**").

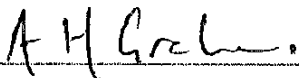



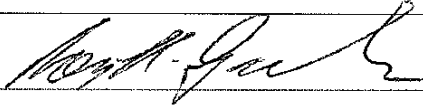
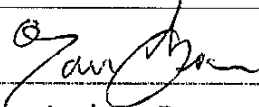
SPECIAL RESOLUTION

1. THAT the terms of a deed of variation made between (1) Mark Jackson McCauley; (2) Ian Andrew Brown and Brian Talbot; (3) Graham & Brown Limited; (4) Graham & Brown Holdings Limited; and (5) various others listed in schedule 1, in relation to a variation of the terms of Mark McCauley's Share Option Agreement relating to the purchase of 'A' Ordinary Shares in the Company dated 17 November 2020 be approved.

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

The undersigned, being those persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Name of Shareholder	Signature(s)	Date
Andrew Harold Graham	 Andrew Harold Graham	02.03.21
David Brown acting by his attorney Sylvia Brown	 Sylvia Brown	02.03.21
Andrew Harold Graham, Paul MacIntosh and Roger Hugh Graham as Trustees of the Roger Hugh Graham S	 Andrew Harold Graham	02.03.21
	 Paul MacIntosh	02.03.21
	 Roger Hugh Graham	02.03.21

Name of Shareholder	Signature(s)	Date
Andrew Harold Graham, Paul MacIntosh and Roger Hugh Graham as Trustees of The Jessie M Haworth Settlement	 Andrew Harold Graham	02.03.21
	 Paul MacIntosh	02.03.21
	 Roger Hugh Graham	02.03.21
Elizabeth Claire Talbot	 Elizabeth Claire Talbot	02.03.21
Roger Hugh Graham	 Roger Hugh Graham	02.03.21
Ian Andrew Brown	 Ian Andrew Brown	02.03.21

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.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to elaine.hurn@taylorso.co.uk. Please type "Written resolution – MMC Deed of Variation" 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.