

TUESDAY



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04/07/2023
COMPANIES HOUSE

#49

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BETTYS & TAYLORS GROUP LTD (the "Company")

Passed on 25 June 2023

The following resolution was duly passed a special resolution of the Company by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended as follows:

- (1) by the addition in Article 1.1 of the following defined term:

Independent Expert means the auditors for the time being of the Company or, if they decline the instruction, an independent firm of chartered accountants of repute appointed by the Company (whether alone or jointly with any Shareholder(s)) on terms approved by the Constitution Committee (in its absolute discretion);

- (2) by deleting the expression "Company's auditors" wherever it appears in Article 5 (Share Fair Day) and replacing it with the expression "Independent Expert", so that all references to the Company's auditors shall be read and construed as references to the Independent Expert (as defined above);

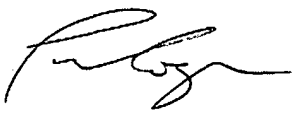
- (3) by deleting the existing Article 5.10 and replacing it with the following new Article 5.10:

"5.10 The Constitution Committee will use its reasonable endeavours to procure that the Independent Expert deliver their written opinion of the Fair Value to the Constitution Committee as soon as practicable after their acceptance of instructions to determine the Fair Value."; and

- (4) by deleting the existing Article 5.19 and replacing it with the following new Article 5.19:

"5.19 If following the allocation notice given under Article 5.15 and/or Article 5.18, any Shares available for sale remain unallocated, the Constitution Committee can, subject to the Directors being satisfied that the Company has sufficient cash resources to enable it to do so, resolve that the Company should itself purchase some or all of such unallocated Shares. If the Constitution Committee does resolve that the Company should purchase some or all of such unallocated Shares, it shall also decide whether the provisions of Article 5.20 should apply to the purchase (in which case the relevant unallocated Shares are referred to as **Buy-in-Shares** in these Articles) or whether the

provisions of Article 17 should apply to the purchase (in which case the relevant unallocated Shares are the Shares to which Article 17 refers and those Shares may be sold and transferred pursuant to a contract permitted under Article 17 notwithstanding Article 5.1 or Article 4.7). The Constitution Committee shall inform the Share Fair Day Sellers and the Directors of its decision as to which of Article 5.20 or Article 17 will apply to the purchase by the Company. In any event (and for the avoidance of doubt) the Company has power to purchase its own shares, subject to the provisions of the Companies Act."

Signed 
Company Secretary