

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

R. & G. CUTHBERT LIMITED

COMPANY NUMBER: 00571298

(THE "COMPANY")

FRIDAY



CIRCULATION DATE: 21 FEBRUARY 2018

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution").

**SPECIAL RESOLUTION**

"That the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued ordinary shares of £0.25 each in the Company in accordance with section 641(1)(a) of the Companies Act 2006 and the amount by which the share capital is so reduced be credited to a reserve."

**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 21 February 2018, hereby irrevocably agrees to the Resolution:

Signed by Mr Daniel Jacquemond  
for and on behalf of **VILMORIN 2014  
HOLDING LIMITED**

A handwritten signature in black ink, appearing to read "Daniel Jacquemond", is written over a horizontal dotted line.

Date

21 of February 2018

NOTES:

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please sign and date this document and return it to the Company using one of the following methods:

- *By Hand:* delivering the signed copy to Sherrards Solicitors LLP, 1-3 Pemberton Row, London EC4A 3BG (FAO: Geraldine Fabre).
- *By Post:* returning the signed copy by post to Sherrards Solicitors LLP, 1-3 Pemberton Row, London EC4A 3BG (FAO: Geraldine Fabre).

- *By E-mail:* by attaching a scanned copy of the signed document to an e-mail and sending it to [geraldine.fabre@sherrards.com](mailto:geraldine.fabre@sherrards.com) (FAO: Geraldine Fabre). Please enter "Written resolution" in the e-mail subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.
3. Unless within 28 days from the Circulation Date, sufficient agreement has been received for a resolution to pass, the relevant resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date. Save as expressly stated, you may not use any electronic address provided either in this document or in any accompanying documents or communications to communicate with the Company.