

Company No: 02097854

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NATUREDIET PET FOODS LIMITED

(the "Company")



\*A9KIPW41\*

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23/12/2020

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COMPANIES HOUSE

Circulation Date: 23 OCTOBER 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (**Directors**) propose that the following resolutions are passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTIONS**

**1. THAT:**

- 1.1 any actual or possible conflict of interest for a director of the Company as is referred to in section 175(1) of the Companies Act 2006; and/or
- 1.2 any act or omission of any director of the Company which would (but for this resolution) be a breach of any of the other general duties (as that term is used in Chapter 2 of Part II of the Companies Act 2006),

which in any such case arises solely by virtue of any director of the Company also being a director of Skinner's Pet Food Holdings Limited (company number 12471707) (**SPFHL**),

be and is hereby authorised and approved.

**2. THAT:**

- 2.1 the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of a letter agreement to be made between (1) the Company and (2) SPFHL under which SPFHL agrees to lend to the Company up to [REDACTED] (the **Inter-Company Loan**), which is to be used to fund: (i) (by way of a dividend to the Company's parent company, Orrow & Masters Group Ltd (**O&MGL**) the redemption of 466,900 preference shares of £1.00 each in the capital of O&MGL held by Robin Andrew Orrow, together with the accrued but unpaid Preference Dividend (as defined

in O&MGL's articles of association) of [REDACTED]; (ii) (by way of a dividend to the Company's parent company, O&MGL) the repayment in full of the director's loan account of Carol Jayne Orrow with O&MGL of [REDACTED]; and (iii) the repayment of certain of the Company's banking facilities with Clydesdale Bank Plc (the **Inter-Company Loan Agreement**) be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into the Inter-Company Loan Agreement.

## AGREEMENT

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

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

SHAREHOLDER

SIGNATURE

DATE

Signed by Daniel Alan  
Wilcox Masters (Director)  
for and on behalf of Orrow &  
Masters Group Ltd



23 OCTOBER 2020

Copy: Auditors

**NOTES:**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:  
  
**By Hand:** delivering the signed copy to the Company's registered office marking it for the attention of Daniel Masters.  
**Post:** returning the signed copy by post to the Company's registered office marking it for the attention of Daniel Masters.  
  
If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.  
  
3. Unless, by the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, 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.