

Company number 03731906

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ETERNITY JEWELLERY LIMITED (Company)



The *FIRST* day of *DECEMBER* 2022 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Resolution as a special resolution (**Special Resolution**);

SPECIAL RESOLUTION

1. Notwithstanding any pre-emption right contained in the articles of association of the Company or (if any) any shareholders agreement between the shareholders of the Company and the Company, Nicholas David Kay and Denise Kay shall be permitted to create a charge over the shares in the Company to the Trustees of the Kay Family Pension Scheme.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the date set out above, hereby irrevocably agrees to the Resolution.

Signed by

.....
Nicholas David Kay

Date

.....*1/12/2022*.....

Signed by

.....
Denise Kay

Date

.....*1/12/2022*.....

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Talbot Walker LLP, 16 Bridge Street, Andover, Hampshire, SP10 1BJ marked for the attention of Simon Walker or by email to simonw@talbotwalker.co.uk.

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 sufficient agreement has been received for the Resolutions to pass within 28 days from the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.