

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
BURGESS & LEIGH LIMITED
(the "Company")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary resolutions are passed (together the "**Resolutions**");

ORDINARY RESOLUTIONS

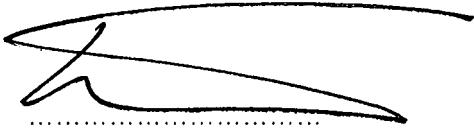
1. **THAT** the terms of and the transactions contemplated by an amendment and restatement agreement between, amongst others, the Company and PNC Business Credit a trading style of PNC Financial Services UK Ltd (the "**Lender**") (relating to an asset-based master facilities agreement between the Company (as Obligor and Security Obligor), the subsidiary companies (the "**Obligors**" as more particularised therein), the specified subsidiary companies (the "**Security Obligors**" as more particularised therein), Denby Holdings Limited (the "**Parent**") and the Lender originally dated 28 January 2015, as amended on 18 March 2016, as amended and restated on 22 April 2016, as amended and restated on 11 May 2018 and as may be further amended, varied, supplemented and/or restated from time to time) (the "**Amendment and Restatement Agreement**"), are hereby approved.
2. **THAT:**
 - a) the terms of any form, notice, utilisation request, selection notice, side letter or document supplemental to, incidental to, in connection with or contemplated by the Amendment and Restatement Agreement (together the "**Supplemental Documents**") and any amendments to the Amendment and Restatement Agreement as may be considered desirable or necessary, shall be subject to approval by one director in his/her absolute discretion, such approval to be conclusively evidenced by the execution of such Supplemental Document by such director;
 - b) any director be authorised to execute on behalf of the Company the any of the Supplemental Documents which are not deeds;
 - c) any two directors (or a director and the company secretary) or one director in the presence of a witness be authorised to execute and deliver the Amendment and Restatement Agreement and each Supplemental Document which is required to be executed as a deed;

- d) any director be and he is hereby authorised to do all such other acts and things as may be required to implement the transactions contemplated by the Amendment and Restatement Agreement and the Supplemental Documents; and
- e) any act done or document executed pursuant to these resolutions shall be valid, effective and binding on the Company.

AGREEMENT

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

The undersigned, being the person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



..... as a director for and on
behalf of **DENBY HOLDINGS LIMITED**

Date 16/12..... 2020

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 registered office of the Company.
- **Post:** returning the signed copy by post to the registered office of the Company.
- **Fax:** faxing the signed copy to the fax number on any covering letter accompanying this document (if any) marked for the attention of the signatory of any such covering letter (if any).

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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions 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.