

COMPANY NUMBER 03908191

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

E.H. NICHOLLS HOLDINGS LIMITED (COMPANY)

Circulation Date: 30 August 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the resolution numbered 1 below is passed as an ordinary resolution and the resolution numbered 2 below is passed as a special resolution (Resolutions).

#### ORDINARY RESOLUTION

##### 1. ALLOTMENT OF SHARES

THAT, subject to the passing of resolution 2 below and in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £200,000, comprising of 200,000 redeemable preference shares of £1.00 each in the capital of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day immediately preceding the date falling on the first anniversary of the date of the passing of these Written Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### SPECIAL RESOLUTION

##### 2. ARTICLES OF ASSOCIATION

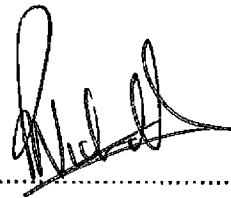
THAT, the draft articles of association attached to these Written Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

#### AGREEMENT

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

The undersigned, being the eligible members of the Company entitled to vote on the above Resolutions on the date of this Resolutions, hereby irrevocably agree to the Resolutions.

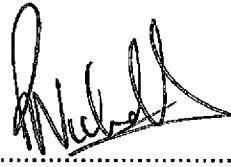
Signed by **PAUL NICHOLLS**

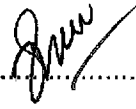
  
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Date:

..... 30 August 2012 .....

Signed by **PAUL NICHOLLS, DARREN SHERLOCK** and \_\_\_\_\_  
on behalf of **CRIPPS TRUST CORPORATION LIMITED**, as trustees  
for and on behalf of **THE MR AND MRS E H NICHOLLS DISCRETIONARY SETTLEMENT 1997**

  
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Date:

..... 30 August 2012 .....

Signed by **MAUREEN NICHOLLS**

..... M. W. Nicholls .....

Date:

..... 30 August 2012 .....

Signed by PAUL NICHOLLS .....

Date: .....

Signed by PAUL NICHOLLS, DARREN SHERLOCK and Laura Kate Arnold on behalf of CRIPPS TRUST CORPORATION LIMITED, as trustees for and on behalf of THE MR AND MRS E H NICHOLLS DISCRETIONARY SETTLEMENT 1997 .....

DocuSigned by:  
*Laura Kate Arnold*  
66A94E1BA066441...

Date: 30 August 2022 .....

Signed by MAUREEN NICHOLLS .....

Date: .....

## NOTES

1. If you agree to 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 directors at the Company's registered office address.

By Post: returning the signed copy by post to the directors at the Company's registered office address.

2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date falling 28 days after the Circulation Date stated above, 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 on this date.
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.