

Company number 04041884

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Robert Dyas Holdings Limited (Company)

26th January 2022 (Circulation Date)

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

SPECIAL RESOLUTION

1 ADOPTION OF NEW ARTICLES

THAT the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

2 AUTHORITY TO ALLOT

THAT the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the CA 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum of 2,575,222 B Ordinary Shares. This authority shall expire on the date falling 5 years from the date of the passing of this resolution unless previously revoked, varied or renewed, save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuant of an offer or agreement to do so made by the Company before this authority expires.

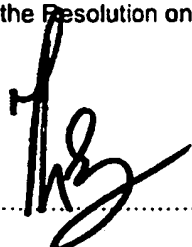
AGREEMENT

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 Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

Signed by a duly authorised officer for
and on behalf of:

Cleeve Court Holdings Limited


.....
.....

Date: 1/2/22



NOTES

1. If you agree to the Resolution, 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.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to TLT LLP

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Where, by 28 days following and beginning with the Circulation Date, insufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please indicate your agreement and notify us as soon as possible.