

Company number 04590527

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

A S WILLS LIMITED (the "Company")

CIRCULATION DATE: the 30th day of April 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed, with the resolutions numbered 1, 2, 3 and 4 being passed as ordinary resolutions and the resolution numbered 5 being passed as a special resolution (the "Resolutions"). For the purpose of these Resolutions, the terms; "Loan Note Instrument", "Loan Notes", "Buyer Debenture", "Legal Charge", "Debenture" and "Guarantee" (each a "Transaction Document" and together the "Transaction Documents") have the same meaning as in the share purchase agreement ("SPA") to be entered into between Martin Edwin Hill, Anthony Stuart Wills and Alexandra Wills ("Sellers") (1) and the Company (2) for the sale of the entire issued share capital of Kenmart Limited.

ORDINARY RESOLUTIONS

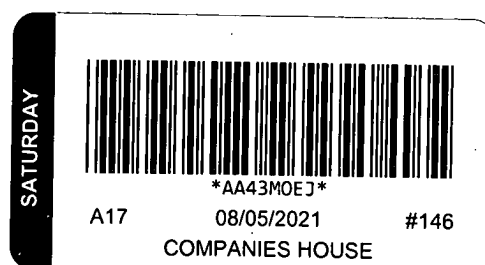
1. THAT, in accordance with section 551 of the Companies Act 2006 ("2006 Act") the directors of the Company ("Directors") be and are hereby generally and unconditionally authorised to allot and issue 999 ordinary shares of £1 each in the share capital of the Company (having the rights and being subject to the restrictions attaching thereto under the articles of association of the Company) provided that this authority is for a period expiring five years from the date of this resolution 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. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. THAT the terms of, and the transactions contemplated by the Transaction Documents and SPA be and are hereby approved.

3. THAT the entry into by the Company of the Buyer Debenture, Legal Charge and SPA will promote the success of the Company for the benefit of the members as a whole.

4. THAT the creation and issue of the Loan Notes be approved.

SPECIAL RESOLUTIONS



5. THAT in accordance with section 570 of the 2006 Act, the Directors be and are hereby generally empowered to allot and issue 999 ordinary shares of £1 each in the share capital of the Company pursuant to the authority conferred by Resolution 1 as if section 561(1) of the 2006 Act and any pre-emption rights effective on allotment of equity securities in the articles of association of the Company did not apply to any such allotment, provided that this power shall:


5.1. be limited to the allotment and issue of the 999 ordinary shares of £1 each in the share capital of the Company; and

5.2. expire five years from the date of this resolution, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

I, the undersigned, being the person entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions:

.....  Dated 30th April 2021

ANTHONY STUART WILLS

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree with all 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 Email:** delivering the signed copy to Stephen Hanbury at stephen.hanbury@boycehatton.co.uk
- **Post:** returning the signed copy by post to Stephen Hanbury at Boyce Hatton LLP, 58 The Terrace, Torquay, TQ1 1DE within 28 days of the Circulation Date

If you do not agree to all 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, 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.