

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LAWSCO HOLDINGS LIMITED

Company Number: 06504612

(the "Company")

30 April 2020 (the "Circulation Date")



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

Unless otherwise defined or the context otherwise requires, words and expressions defined in the RCF (as defined below) bear the same meanings when used in these Resolutions.

ORDINARY RESOLUTIONS

- 1 **THAT** the terms and conditions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the Revolving Credit Facility Agreement dated on or around the date of these Resolutions made between (1) The Progeny Group Limited (company number 09276612) (the "**Parent**") and (2) Santander UK plc (as Lender) (the "**RCF**"), are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors and the company secretary of the Company be and are hereby empowered, authorised and directed to complete and enter into such documents, being:
 - (a) the Cross Guarantee;
 - (b) the Debenture; and
 - (c) any other documents to be entered into in connection with or ancillary to the RCF or the other Finance Documents,(together the "**Documents**").
- 2 **THAT** the terms of, and the transactions contemplated by, the Documents are in the best interests of the Company and the entry into by the Company of the proposed transactions substantially on the terms in the Documents will promote the success of the Company for the benefit of its members as a whole;
- 3 **THAT** the directors have the authority of the Company to approve the terms of, and the transactions contemplated by, the Documents;
- 4 **THAT** any director and/or the company secretary of the Company be and are hereby empowered, authorised and directed to enter into and to sign those of the Documents

and all documents ancillary to them required to be signed under hand on behalf of the Company;

- 5 **THAT** any two directors or any director and the company secretary of the Company or any director of the Company in the presence of a witness (each an "**Authorised Officer**") be and are hereby empowered, authorised and directed to enter into and to execute and deliver as a deed on behalf of the Company those Documents and all documents ancillary to them which are required to be executed and delivered as a deed; and
- 6 **THAT** any Authorised Officer be authorised:
- 6.1 to execute any notice, certificate or other document required to be executed or delivered on behalf of the Company pursuant to any of the Documents;
- 6.2 to agree any amendments to the form of the Documents; and
- 6.3 to certify as true, complete and up to date copies of any documents required to be delivered to any person in connection with the Documents, including a copy of this Written Resolutions.

SPECIAL RESOLUTION

Alteration of Articles of Association

- 7 **THAT** pursuant to Section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 17A:

"Notwithstanding anything contained in these Articles:

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to; and
- (b) the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:
- (i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or
- (ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

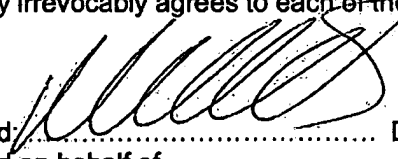
and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not

apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article."

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to each of the Resolutions set out above.

Signed:  Dated: 30 April 2020
for and on behalf of
The Progeny Group Limited

Signed: Dated: 2020
Antony Williams

Signed: Dated: 2020
Steven Williams

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 to all of 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:
 - (a) **By Hand:** delivering the signed copy addressed to the directors of the Company at the Company's registered office.
 - (b) **Post:** returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
- 2 If you do not agree to all of 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, before the end of the period of 28 days beginning on 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.
- 5 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.
- 6 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.