

Company Number: 06753143

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**HAMSARD 3145 LIMITED (the "Company")**

28 May  
.....2020 (the "Circulation Date")

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to all of the following resolutions (the "**Resolutions**"), which are proposed by the directors of the Company (the "**Directors**") to be passed as ordinary and special resolutions (as indicated below) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**").

**SPECIAL RESOLUTION**

- 1 **THAT**, pursuant to section 21(1) of the Act, the articles of association appended to these written resolutions (the "**New Articles**") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

**ORDINARY RESOLUTION**

- 2 **THAT**, subject to the passing of Resolution 1 above, the terms of an agreement proposed to be made between the Company and Alfred Mark Dunhill for the purchase by the Company from Alfred Mark Dunhill of the 444 B Ordinary shares of £0.10 each for a total consideration of £44.40 as set out in the contract attached (the "**Buyback Agreement**") be approved and the Company be authorised to enter into the Buyback Contract.



## AGREEMENT

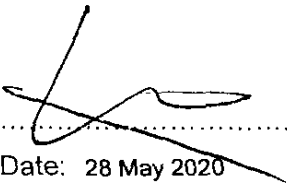
Please read the notes at the end of these Written Resolutions before signifying your agreement to the Resolutions.

In relation to the Resolutions, we, the undersigned, being all the shareholders of the Company entitled to vote on such Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

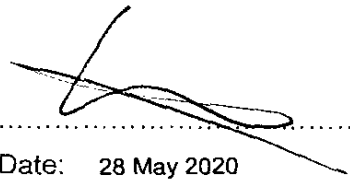
**Shareholder Name**

**Signature & Date**

**EPIC PRIVATE EQUITY LIMITED** in its  
capacity as Manager for and on behalf of  
**ESO INVESTMENTS 1 LIMITED**

  
Date: 28 May 2020

**GILES ROBERT BRAND**

  
Date: 28 May 2020

**JAMES HENDERSON**

.....  
Date:

**JOE WILSON**

.....  
Date:

## NOTES:

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to the Directors, Windrush House, Windrush Park, Witney, Oxfordshire, OX29 7DX; or
  - (b) **Post:** returning the signed copy by post to the Directors, Windrush House, Windrush Park, Witney, Oxfordshire, OX29 7DX.

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, 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.