

Company number 08186629

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Rogers & Norton Limited (**Company**)

CIRCULATION DATE: 31st January 2023

(**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution (**Resolution**).

ORDINARY RESOLUTION


THAT the terms of an agreement between the Company and Richard William John Etheridge (hereinafter referred to as the Seller) for the purchase by the Company from the Seller of 10 Ordinary A Shares of £1.00 each, in the capital of the Company for the consideration as set out in the agreement dated 8th November 2022 and supplemental agreement attached (**Share Buyback Agreement**) be approved and ratified and the Company be authorised to complete the Share Buyback Agreement.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution.

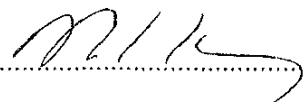
Signed by
Bruce Warde Faulkner


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Date

....31.01.23.....
....

Signed by
Mark Brian Hambling


.....

Date

....31.01.23.....
....

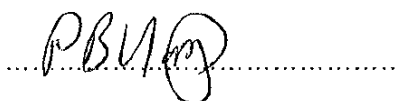
Signed by
Steven John Clarke



Date

...31.01.2023

Signed by
Peter Brian Hastings



Date

31.01.2023.....

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to a director of the Company.

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. Unless, by the date which is 28 days after the Circulation Date (beginning with the Circulation Date), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.