

Company Number: 09261636

EVE SLEEP PLC (the "Company")

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

THURSDAY



TCI *T7ZQFQHF*
21/02/2019 #3
COMPANIES HOUSE

Resolutions passed on 11 February 2019

At the General Meeting of the Company held on 11 February 2019 the following resolutions were passed:

Ordinary Resolution

Authority to Allot Ordinary Shares

1. THAT, for the purposes of section 551 of the Companies Act 2006 (the Act) (and so that expressions used in this resolution shall bear the same meanings as in the said section 551), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £155,322.57.

This authority shall apply in addition to all previous authorities and shall expire at the end of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the power had not expired.

Special Resolution

Authority to Disapply Pre-emption Rights

2. THAT, subject to and conditional upon the passing of Resolution 1, the Directors be empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by Resolution 1 above, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities for cash up to the maximum aggregate nominal amount of £155,322.57.

This authority shall apply in addition to all previous authorities and shall expire at the end of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into

shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the power had not expired.

eve Sleep PLC (the "Company")
Minutes of a General Meeting (the "**Meeting**") of the Company
held on Monday 11 February 2019 at 10.00am
at the offices of Peel Hunt LLP, Moor House, 120 London Wall, London, EC2Y 5E1

TCI

T7ZQFQH7
21/02/2019
COMPANIES HOUSE

#2

Present: James Sturrock Chief Executive Officer (Chairman of the Meeting)
Abid Ismail Chief Financial Officer

In attendance: Members, Advisers and Invited Guests who signed the attendance sheet

*Secretary's Note: Capitalised terms contained in these Minutes shall have the meaning given to them in the circular to shareholders of the Company published by the Company on 23 January 2019 (the "**Circular**"), unless the context requires otherwise.*

1. Quorum

- 1.1 The Chairman reported that a quorum was present and declared the Meeting open.

2. Notice of the Meeting

- 2.1 The Chairman declared that the Meeting had been duly convened and, with the consent of the Meeting, the notice convening the Meeting was taken as read.

3. Resolutions

- 3.1 Before proposing the resolutions to the Meeting, the Chairman invited questions from the shareholders, proxies and corporate representatives in attendance. There were no questions.

- 3.2 The Chairman informed the Meeting that, (i) in order to more accurately reflect the views of the shareholders of the Company, votes on resolutions 1 and 2 would be cast by way of a poll; (ii) as required by the Panel on Takeovers and Mergers, the third resolution was required to be taken on a poll and, in order to be passed, required a simple majority of the votes to be cast by independent shareholders (being shareholders other than the Woodford Funds and any shareholders who are investors participating in the Placing); and (iii) the Company's registrar would act as scrutineer.

- 3.3 The following resolution (**resolution 1**) was proposed as an ordinary resolution and passed by way of poll:

- 3.3.1 THAT, for the purposes of section 551 of the Companies Act 2006 (the Act) (and so that expressions used in this resolution shall bear the same meanings as in the said section 551), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £155,322.57.

This authority shall apply in addition to all previous authorities and shall expire at the end of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the power had not expired.

- 3.4 The following resolution (**resolution 2**) was proposed as a special resolution and passed by way of poll:

- 3.4.1 THAT, subject to and conditional upon the passing of Resolution 1, the Directors be empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by Resolution 1 above, as if section 561(1) and sub-sections (1)

– (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities for cash up to the maximum aggregate nominal amount of £155,322.57.

This authority shall apply in addition to all previous authorities and shall expire at the end of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the power had not expired.

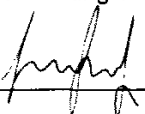
3.5 The following resolution (**resolution 3**) was proposed as an ordinary resolution and passed by way of a poll by independent shareholders (being shareholders other than the Woodford Funds and any shareholders who were investors participating in the Placing) only:

3.5.1 THAT, subject to the passing of Resolutions 1 and 2, the waiver on the terms described under the heading "Rule 9 Waiver" contained in paragraph 5 of Part I of the Circular by the Panel of any requirement under Rule 9 of the Takeover Code for Woodford to make a general offer to all the other Shareholders as a result of the allotment and issue of new Ordinary Shares in connection with the Placing be approved by the Independent Shareholders on a poll.

3.6 Following conclusion of the voting, the Chairman noted that the results of the poll would be announced through the Company's Regulatory News Service and published on the Company's website as soon as reasonably practicable.

4. **Close**

4.1 There being no further business, the Chairman thanked everyone for attending and declared the meeting closed.


Chairman

Secretary's Note: The 2019 Meeting poll results are appended to these Minutes.

**EVE SLEEP PLC
GENERAL MEETING 2019**

Resolution (* indicates special resolution)	Votes For	%	Votes Against	%	Shares Marked As Votes Withheld / Abstentions
Resolution 1 – To authorize the Directors to allot shares in the Company for cash.	95,192,999	100.00	1,344	0.01	0
Resolution 2* - To authorize the Directors to disapply pre-emption rights.	95,171,010	99.98	21,989	0.02	1,344
Resolution 3 – To approve the waiver by the UK Panel on Takeovers and Mergers of any requirement under Rule 9 of The City Code on Takeovers and Mergers for Woodford (as defined in the Circular) to make a general offer to all the other shareholders of the Company.	28,201,453	100.00	0	0.00	6,621,320