Company number 9452808

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

GRP RETAIL HOLDCO LIMITED
(the "Company")

Circulation date: 7 October **2020**

The undersigned, being the **SOLE MEMBER** of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that (i) the resolution below marked as a special resolution is passed as a special resolution (the "**Resolution**"), in each case pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and (ii) that the Resolution shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

1. **THAT** article 8.1 of the articles of association of the Company be deleted and replaced with the following:

   "The Directors may in their reasonable discretion decline to register the transfer of any Shares to any person who in the opinion of the Directors is carrying on business directly or indirectly in competition with the Group or any member of the GRPL Group, ***save that*** *this restriction will not apply to any transfers pursuant to Article 10."*

2. **THAT** the articles of association of the Company be amended by inserting a new article 8.8 as follows:

   "The provisions of Articles 8.4 to 8.7 (inclusive) above shall not apply where any transfer or proposed transfer of shares is being made pursuant to Article 10.5."

3. **THAT** article 10.5(c) of the articles of association of the Company be deleted and replaced with the following:

   "is executed by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security"

4. **THAT** the articles of association of the Company be amended by inserting a new article 10.6 as follows:
   "For the avoidance of doubt, the provisions of Article 12 shall not apply where any transfer or proposed transfer of shares is being made pursuant to Article 10.5."

Agreement:

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolutions be so passed.

DocuSigned by:

Michael Bruce

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Title: Director

Signed for or on behalf of **GRP Broking Holdco Limited**

Important:

To signify your agreement to the Resolutions, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
  - deliver it by hand or send it by post to the Company's registered office;
  - fax a copy of the signed document to Willkie Farr & Gallagher (UK) LLP marked "For the attention of "Nikolai Hoffmann" to CityPoint, 1 Ropemaker Street, London EC2Y 9AW; or
  - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to nhoffmann@willkie.com; and

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.

Unless, by the date falling 28 days after (and including) the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.