

**R.G. Kendall (Holdings) Limited ("the Company")**  
Company No 10523151

**Written Special Resolutions of the Shareholders of the Company**

Circulation Date: 1 February 2017

The following resolution is proposed by the Directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as an ordinary resolution:

**Ordinary Resolution**

- 1 That, in accordance with Section 551 of the Companies Act 2006 and Article 16 of the Company's Articles of Association, the Directors of the Company be generally and unconditionally authorised for the period of five years from the date of this resolution to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company to such persons, on such terms and in such manner as they think fit, but the maximum aggregate nominal amount of shares which may be allotted in accordance with this authority shall be £1

Dated: 1 February 2017

The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.

Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, **Hereby Agrees** to the above resolutions:

P. R. Kendall  
Peter Kendall

Date of signature: 1 February 2017

**Notes:**

- 1 This written resolution is first sent or submitted to members of the Company on the circulation date.
- 2 To signify agreement to this written resolution, a member should sign and date this written resolution and return it to the Company within 28 days of the circulation date using one of the following methods by hand delivering the signed copy to the Sole Director of the Company

