

Company number 10667052

COMPANIES ACT 2006

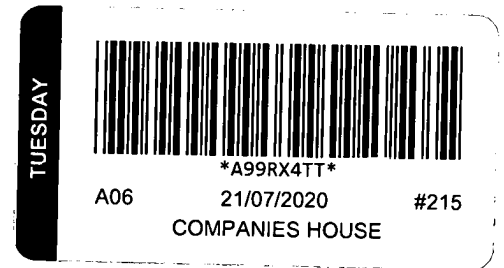
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COAST & COUNTRY FILEY LIMITED (Company)

Circulation date 15th June 2020



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that the following special resolution is passed.

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by the inclusion of the following new article :-

- 15.1 A Shareholder ('Seller') wishing to sell or transfer shares ('the Sale Shares') shall give notice in writing ('the Sale Notice') to the other Shareholders ('the Buyers') stating the proposed price for the Sale Shares
- 15.2 Within 28 days of service of the Sale Notice, if the Buyers state in their counter-notice ('Counter-notice') that they are prepared to buy the Sale Shares then the Seller shall be obliged to sell the Sale Shares at the price specified.
- 15.3 If the Buyers state in the Counter-notice that they do not consider the price mentioned in the Sale Notice is correct then the Fair Value of the Sale Shares shall be determined in accordance with the provisions of clause 15.7
- 15.4 The Buyers shall be entitled to buy the Sale Shares in the proportions in which they hold the shares in the Company if the Buyers state in the Counter-notice that they wish to buy the Shares but if any one or more of the Buyers does not wish to buy any of the Sale Shares and is not a party to the Counter-notice then the other Buyers who are willing to buy the Sale Shares shall be obliged to buy all of the Sale Shares in proportion to their holdings of shares at the time of the Counter-notice.
- 15.5 Completion of the sale and purchase of the Sale Shares shall take place within one month of such Fair Value being determined and the Seller shall deliver executed share transfers in respect of all of the Sale Shares in favour of the Buyers (or such of them as are obliged to buy the Sale Shares), and the share certificate for the Sale Shares (or an indemnity in respect of any lost share transfer in such form as the Buyers may reasonably require) against payment of the price for the Sale Shares

- 15.6 The Seller shall sell the Sale Shares free from any charge, lien or other incumbrance but together with all rights attached thereto.
- 15.7 'Fair value' shall mean the same proportion of the fair value of the capital of the Company (calculated by the accountants of the Company on the assumption of a purchase on the open market by a willing buyer from a willing seller) as that which the number of Sale Shares bears to the total number of shares issued by the Company without taking into account any variation in value caused by the fact that the Sale Shares are a minority or a majority shareholding in the Company.'

AGREEMENT


Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**).

The undersigned, being a person entitled to vote on the Resolutions on 13th July 2020, hereby irrevocably agrees to the Resolutions.

Signed by NICOLA SHIRLEY

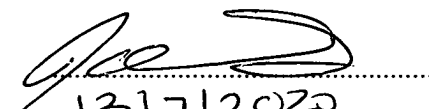
SIMMONDS

Date


13/07/2020

Signed by IAIN FERGUS SIMMONDS

Date


13/7/2020

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

- **By hand:** delivering the signed copy to The Cornmill, Langtoft, Drifffield, North Yorkshire YO25 3BQ
- **Post:** returning the signed copy by post to The Cornmill, Langtoft, Drifffield, North Yorkshire YO25 3BQ

You may not indicate your agreement to the Resolution by any other method.

If you do not agree to all of 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 27th July 2020, sufficient agreement has been received for the Resolution to pass, they 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.