

Company number: 10760777

Lea & Roberts Limited ("Company")

Private Company Limited by Shares

Written resolution

Circulation Date: March 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 3 below be passed as ordinary resolutions of the Company (the "**Ordinary Resolutions**") and that resolutions 2 below be passed as a special resolution of the Company (the "**Special Resolution**") (the Ordinary Resolutions and the Special Resolution being referred to together as the "**Resolutions**").

Ordinary Resolution

1. **Share sub-division:** That each of the 1,048 ordinary shares of £0.10 in the capital of the Company be and is hereby sub-divided into 100 ordinary shares of £0.001 each.

Special Resolution

2. **New articles of association:** That, subject to the passing of resolution 1 above, the regulations contained in the document attached to this resolution be and they are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

Ordinary Resolution

3. **Authority to allot shares:** That, subject to the passing of resolutions 1 and 2 above, the Directors be generally and unconditionally authorised to exercise any power of the Company to allot shares in the Company in accordance with section 551 of the Companies Act 2006 provided that such authority:
 - (a) shall be limited to a maximum nominal amount of £11.965;
 - (b) shall only apply insofar as the Company has not reviewed, waived or revoked it; and
 - (c) may only be exercised for a period of 6 months from the date of passing of this resolution.

Agreement

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

THURSDAY



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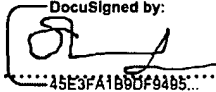
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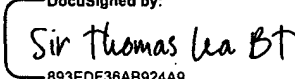
The undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date referred to above, hereby irrevocably agree to the Resolutions:

Signed by **Oliver David Pell Lea**

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17 March 2020.....2020

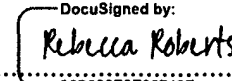
Date:

Signed by **Sir Thomas William Lea,
Baronet**

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17 March 2020.....2020


Date:

Signed by **Rebecca Barbara Roberts**

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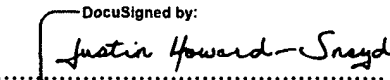
Date:

Signed by **Alexander Julian Lea**

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Date:

Signed by **Justin Andrew Howard-Sneyd**

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D7D7C47512F143B...
18 March 2020.....2020

Date:

Notes (please read before signifying your agreement to the Resolutions)

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one, or some only, of the Resolutions.
2. If you agree to all of the Resolutions, please indicate your agreement (which may not be revoked, once given) by signing and dating this document where indicated above and returning it to the Company by hand, for the attention of Oliver Lea, or emailing a scan of it to Oliver Lea at oliver.lea@bibwine.co.uk.
3. 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.
4. Unless, by the date 28 days following the Circulation Date, your agreement has been received to the passing of the Resolutions, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date