

Company Number: 11003305

**BESTWAY GROUP LIMITED**

(the "Company")

**WRITTEN RESOLUTION**

Circulation date: 26 April 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed:

**ORDINARY RESOLUTION**

1. THAT, the sum of £508,739,945 from the merger reserve of the Company, be capitalised and appropriated as capital and that the directors be authorised to apply such sum in paying up in full 50,873,994,500 ordinary shares of £0.01 each (the "**Bonus Shares**") and to allot and issue the Bonus Shares as fully paid up at a price of £508,739,945 to the Company's sole shareholder.

**SPECIAL RESOLUTION**

2. THAT, subject to and conditional upon the passing of Resolution 1, the Company cancel and extinguish (i) its share premium account of £595,808,275.61 in its entirety, and (ii) all but two of its issued ordinary shares of nominal value £0.01 each in the capital of the Company, and the amounts so cancelled be credited to the profit and loss account.

TUESDAY



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27/04/2021

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COMPANIES HOUSE

## Notes

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated below, and returning it to the Company using one of the following methods:
  - by hand: deliver the signed document to 2 Abbey Road, Park Royal, London, NW10 7BW;
  - by post: send the signed document by post to 2 Abbey Road, Park Royal, London, NW10 7BW; or
  - by email: send to [rabiah.sheikh@bestway.co.uk](mailto:rabiah.sheikh@bestway.co.uk) with a copy to [sid.sethi@hoganlovells.com](mailto:sid.sethi@hoganlovells.com) and [sam.phillips@hoganlovells.com](mailto:sam.phillips@hoganlovells.com).
2. If the Resolutions are not agreed to by the necessary majority, it will lapse within 28 days of the circulation date. You will not be taken to have agreed to the Resolutions until the Company actually receives this signed document from you, so please ensure that we receive it within 28 days of the circulation date.
3. Once you have signified your agreement to the Resolutions, you are not permitted to revoke your agreement.
4. If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.