

**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
of
HARPERCREWE (HOLDINGS) LTD (Company No. 11977957)
(the "Company")**

**PROPOSED BY THE DIRECTORS OF THE COMPANY
IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

24 December 2020 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

We, the undersigned, being all the members of the Company who together hold the entire issued share capital of the Company and are entitled to receive notice of, attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Company Act 2006 as follows:

SPECIAL RESOLUTION

2. **THAT**, in accordance with section 21 of the CA 2006 the draft articles of association attached to this written resolution ("**New Articles**") be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

Agreement of eligible members

The undersigned hereby irrevocably agree to the Resolution as indicated above.

DocuSigned by:

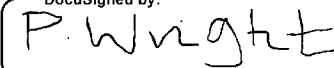
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Adrian John Bloor

Date: 24 December 2020

DocuSigned by:

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Patrick Ramsay

Date: 24 December 2020

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Patrick Wright

Date: 24 December 2020

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company's registered office.

By Post: returning the signed copy by post to the Company's registered office.

By email: sending the signed copy as an attachment to frank.beeton@gowlingwlg.co.uk.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.
3. Unless, sufficient agreement has been received for the resolutions to pass, within 28 days from the Circulation date they will lapse. If you agree to the resolutions, 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.