

THE COMPANIES ACT 2006

WRITTEN RESOLUTION OF THE SOLE MEMBER OF

PENPARC HOLDINGS LIMITED

REGISTERED NUMBER: 13999817

(the "Company")

CIRCULATION DATE: 1 July 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, and the articles of association of the Company, the directors of the Company recommend that the following resolutions, such resolutions to have effect as either ordinary or special resolutions as indicated, be approved by those members of the Company with the right to attend and vote at general meetings of the Company in the form of a written resolution as detailed below:

ORDINARY RESOLUTION

- 1 THAT the existing 70 A Ordinary shares of £1.00 each, the 10 B Ordinary shares of £1.00 each and the 20 C Ordinary shares of £1.00 each, together forming the entire issued share capital of the Company be reclassified as 100 Ordinary shares of £1.00 each in the capital of the Company registered in the name of Jollyes Retail Group Limited with the rights and privileges as set out in the articles of association adopted pursuant to resolution two below;

SPECIAL RESOLUTION

- 2 THAT the Company hereby adopts new articles of association in the form of the draft articles of association attached to this written resolution in substitution for and to the entire exclusion of the existing articles of association of the Company.

AGREEMENT

By signing the consent below, we hereby agree to the above resolutions being passed as either an ordinary or special resolution as indicated.

DocuSigned by:



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Director on behalf of
Jollyes Retail Group Limited
Sole Member

01 July 2022

Date

NOTES

Returning a signed copy of this resolution to the Company signifies your consent and agreement to the passing of this resolution. If you choose not to consent to this resolution, you need do nothing.

To be valid, agreement must be intimated to the Company within 28 days of the circulation date noted above in accordance with section 291(4)(a) of the Companies Act 2006.

Once the Company receives the requisite consent level for the resolution set out above, as required by the Companies Act 2006 or the articles of association of the Company, the resolution will be deemed to have taken effect. If the Company does not receive the required level of consent prior to the expiration of the 28 day period allowed for responses, the resolution will lapse in accordance with section 297(1) of the Companies Act 2006.