

ACCOMPANYING STATEMENT TO MEMBERS

Walter Lambert & Sons Limited (No. 00242676)
Unit 2 Throstle Nest Mill
Leeds Road
Nelson
Lancashire
BB9 9XG

Date: 29 November 2021

Dear Member

The Board of Directors of the Company proposes the attached resolution to be passed as a written resolution of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolution to you as an eligible member on the date of this statement which is the circulation date of the proposed resolution.

The proposed resolution must be passed by 27 December 2021 (Lapsing Date) which is 28 days from the circulation date. If not passed by the Lapsing Date, the proposed resolution will lapse.

If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company using one of the following methods:

1. By hand: by delivering the signed copy to the Directors at the Company's registered office; or
2. By post: by returning the signed copy to the Directors at the Company's registered office; or
3. By email (including via DocuSign): by returning a scan of the signed copy to the Company's solicitors at laura.clark@theprogenygroup.com.

If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the resolution, you may not revoke your agreement.

The resolution is proposed as a special resolution of the Company. This means that it will be passed if the Company receives before the Lapsing Date signified agreement from eligible members representing 75% or more of the eligible voting rights of the Company.

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.

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.

The next page sets out the text of the resolution proposed by the Board as a written resolution of the Company.

Company number 00242676

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
WALTER LAMBERT & SONS LIMITED (Company)

Circulation Date: 2021

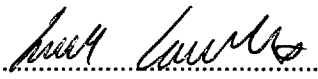
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the Circulation Date, hereby pass the following resolution as a written resolution of the Company and agree that, if duly passed, it shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (**Resolution**).

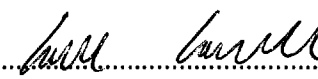
SPECIAL RESOLUTION

THAT, the draft articles of association attached to these resolutions 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

We the undersigned, being the eligible members entitled to vote on the above Resolution on the Circulation Date set out above, hereby irrevocably agree to the Resolution:

<p>Signed by Luke Lambert, for and on behalf of Walter Lambert & Sons (Holdings) Limited (No. 13683326) as attorney for James Hugh Lambert</p>	<p> Signature</p>
<p>Date:</p>	<p><u>29 November</u> 2021</p>

<p>Signed by Luke Lambert, for and on behalf of Walter Lambert & Sons (Holdings) Limited (No. 13683326) as attorney for Luke Lambert</p>	<p> Signature</p>
<p>Date:</p>	<p><u>29 November</u> 2021</p>

NOTE

A special resolution will be passed once members representing 75% or more of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the Circulation Date specified above. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.