

Company Number: 00296940

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
H. WOODWARD & SON LIMITED
(the "Company")

Circulated on 12 November 2020 (the "Circulation Date")

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


SPECIAL RESOLUTIONS

1. "THAT the share capital of the Company be reduced from £341,500 to ~~£750~~ ^{£0.0099} ^{£655} by cancelling and extinguishing paid up share capital to the extent of (i) ~~£0.099~~ on each and every ordinary share of the Company such that the nominal value of each and every ordinary share in the capital of the Company be reduced from £0.01 to £0.0001, (ii) £0.99 on each and every cumulative preference share of the Company such that the nominal value of each and every cumulative preference share in the capital of the Company be reduced from £1 to £0.01 and (iii) £0.1249 on each and every deferred share of the Company such that the nominal value of each and every deferred share in the capital of the Company be reduced from £0.125 to £0.0001; and
2. THAT, the amounts arising upon the reduction pursuant to Resolution 1 above be credited to the distributable reserves of the Company."

AGREEMENT

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

We, the undersigned, being the members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.


for and on behalf of
Hemscott Americas Inc.
Dated: 12 November 2020

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. 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.
2. If you do not agree to any of the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being 12 November 2020), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.

