

Company No. 00420853

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**of**

**CHURCH UK RETAIL LIMITED (the Company)**

**Circulation Date: 13<sup>th</sup> December 2023**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the resolutions set out below are passed as special resolutions (the **Resolutions**).

**Special resolutions**

- 1 “**THAT** pursuant to Section 641(1)(a) of the Act, the Company’s issued share capital be reduced from 1,021,210 Ordinary shares of £1.00 each to 1,021,210 Ordinary shares of £0.000001 each, by reducing the nominal value of each of the Company’s issued Ordinary shares from £1.00 to £0.000001”; and
- 2 “**THAT** the sum arising on the reduction pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company.”

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions.

**Signed for and on behalf of**

**CHURCH & CO LIMITED**

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**Date: 13<sup>th</sup> December 2023**

**NOTES:**

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked “For the attention of the officers of the Company”.
- 2 If you do not agree with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 You can choose to agree to all of the Resolutions, or none of them, but you cannot agree to only some of the Resolutions.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 The Resolutions will lapse if not passed by the date 28 days from the circulation date. However, pursuant to section 642 of the Companies Act 2006, in order to be effective, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital. Therefore, if you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- 6 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.