

BALL & YOUNG LIMITED

Registered number 00901282
(the "Company")

**Minutes of the general meeting of the Company held at Oldham Road, Middleton,
Manchester M24 2DB, United Kingdom on 4 July 2019 at circa 10:40 a.m.**

Present: Daniel O'Riordan

Gilbert Davids

Darren Round

Gemma Rowland

Omar Khan (participated via teleconference)

*each in their capacity as a director of Vita (Group) Unlimited, the
Company's sole shareholder*

Ian Robb (participated via teleconference)

*a director of Vita (Group) Unlimited, but served as Chair in his
capacity as a director of the Company*

In attendance: Nick Alderson

Shvonne Yeung

Bridget Groarke (Company Secretary - attended via teleconference)

1 Chairman

Ian Robb was appointed as Chair of the meeting.

2 Quorum

2.1 IT WAS NOTED that a quorum was present and the meeting would accordingly proceed to business.

WEDNESDAY



LD3 *L89WS6NL* #47
17/07/2019
COMPANIES HOUSE

- 2.2 There was PRODUCED to the meeting a notice convening the meeting attached in the schedule hereto (the “Notice”) and, with the consent of the sole member of the Company, the Notice was taken as read.

3 **Consent to short notice**

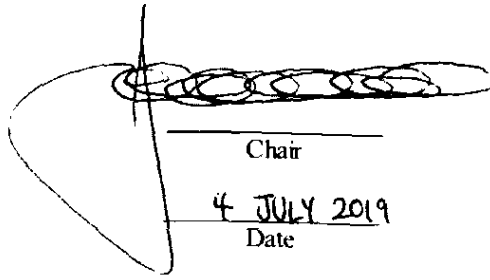
The Chair announced that all the members of the Company having the right to attend and vote at the meeting had consented to the meeting being at short notice.

4 **Resolutions**

The resolutions set out in the Notice were duly proposed and voted upon and the Chair declared that the resolutions set out at paragraph 3 of the Notice had been unanimously passed as ordinary resolutions and the resolutions set out at paragraph 4 of the Notice had been unanimously passed as a special resolution.

5 **Other business**

There being no further business, the Chair declared the meeting closed.



Chair

4 JULY 2019

Date

BALL & YOUNG LIMITED

Registered number 00901282
(the “Company”)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

THAT the articles of association of the Company be amended by inserting a new Article 34 and Article 35 as follows:

“34 Notwithstanding any other provision contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer is:

- (a) To any bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **secured party**), or to any nominee of such secured party, pursuant to any such security;
- (b) Executed by a secured party or its nominee pursuant to the power of sale or other power under any such security; or
- (c) Is executed by a receiver or manager appointed by or on behalf of any secured party or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these articles, (i) no transferor of any shares in the Company (or proposed transferor of such shares) to a secured party or to its nominee, (ii) no secured party or its nominee, and (iii) no receiver or manager appointed by or on behalf of a secured party or its nominee, shall be required to offer the shares which are or are to be the subject of any such transfer to any of the shareholders for the time being of the Company, and no such shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

35 Notwithstanding anything contained in these articles, the Company and the directors shall not be entitled to exercise any lien which the Company may have in respect of any shares which have been mortgaged or charged by way of security to a secured party.”