

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

MENZIES SELECT LIMITED (the Company)

13 November 2019 (the Circulation Date)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution 1 below be passed as an ordinary resolution and resolution 2 be passed as a special resolution.

ORDINARY RESOLUTION

- 1 **THAT**, for the purposes of section 551 of the Companies Act 2006 (the **Act**), the directors of the Company (the **Directors**) be authorised (in addition to all existing authorities granted to the Directors under section 551 of the Act (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £50,783, provided that this authority shall expire on 13 November 2024, unless such authority shall have been previously revoked or varied by the Company in general meeting and save that the Company may before the expiry of the authority granted by this resolution make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Directors may allot such shares, or grant such rights, in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

- 2 **THAT**, subject to the passing of resolution 1, the Directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1 as if section 561 of the Act did not apply to any such allotment provided that this power shall:
 - 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of as specified in resolution 1; and

2.2 expire on (unless renewed, varied or revoked by the Company prior to or on that date) save that the Directors may make the allotments of equity securities referred to in paragraph 2.1 notwithstanding the expiry of such power and the Company may before the expiry of any power contained in this resolution make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

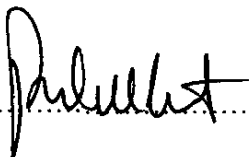
- 3 **THAT**, the issued share capital of the Company be and is reduced from £238,783 to £1 by the cancellation and extinguishment of 238,782 of the issued and fully paid ordinary shares of £1 registered in the name of Menzies Distribution Limited.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

	For	Against
RESOLUTION 1	X	
RESOLUTION 2	X	
RESOLUTION 3	X	

The undersigned, a person entitled to vote on the resolution on the Circulation Date, irrevocably agrees or disagrees to the resolution as indicated above.

Signed.....

Menzies Distribution Limited

Dated. 13 NOVEMBER 2019

NOTES

1 As required by section 642(2) of the Companies Act 2006, enclosed with this document is a 2

If you wish to vote in favour of the resolutions, please put an 'X' in the 'For' box below the resolutions. If you wish to vote against the resolutions, please put an 'X' in the 'Against' box below the resolutions or leave both boxes below the resolutions blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- by hand: delivering the signed copy to the Company's solicitors at the following address:
FAO: Debbie Jackson, Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL; or
- by post: returning the signed copy to the Company's solicitors at the following address:
FAO: Debbie Jackson, Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL.

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

4 The resolutions are proposed as special resolutions which means that they will be passed if the Company receives before the date that falls at the end of the period of 28 days beginning on the Circulation Date (the **Lapse Date**), signified agreement from members representing 75 per cent or more of the total voting rights of eligible members. Where, by the Lapse Date, insufficient agreement has been received for the resolutions to pass, the resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by not later than 5pm on the day before the Lapse Date.

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.