

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
MELFORD COMMERCIAL PROPERTIES LTD

(the Company)

30 October

Circulation date: 2020

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

SPECIAL RESOLUTION

1. THAT the directors of the Company are hereby directed to:
 - 1.1 take all such actions and do all such things as may be necessary or desirable to implement the proposed restructuring (**Restructuring**) of Meditor Holdings Limited's investments in:
 - 1.1.1 Carpetright Limited (**Carpetright**) and its subsidiaries (from time to time); and
 - 1.1.2 Nestware Holdings Limited and its subsidiaries (from time to time),

as set out in the implementation step plan prepared by Smith & Williamson (as initialled by Carpetright (or on its behalf) and delivered to the Company for identification); and
 - 1.2 without prejudice to the generality of 1.1, transfer various freehold and leasehold properties to Carpetright (Torquay) Limited at the market valuations set out in the valuation report prepared by Cushman & Wakefield dated 31 July 2020, as varied by a supplemental letter dated 5 October 2020 (each as initialled by Carpetright (or on its behalf) and delivered to the Company for identification).

AGREEMENT

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

The undersigned, each being a person entitled to vote on the above Resolution on the date on which this Resolution is circulated, hereby irrevocably agrees to the Resolution.

Signature of eligible member or persons signing on their behalf:

DocuSigned by:

Wilf Walsh

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 a director for and on behalf of **Carpetright Limited**

30 October

Date: 2020

