

Company number 01583186

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BERWIN HOLDINGS LIMITED (Company)

16th May 2016

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association

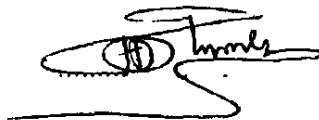
AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 16th May 2016 hereby irrevocably agrees to the Resolution

For and on behalf of the **Trustees of the
H. A. Cann 1997 Interest in Possession
Trust**

Signed by Hugh David Turner



I am duly authorised to execute this document

Date

.. 16/5/16 ..

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to Paul Dix, Berwin Holdings Limited, Roseville Road, Leeds, LS8 5EE



A16 *A5A9Z4C3* #455
01/07/2016
COMPANIES HOUSE

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless by 13th June 2016 sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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Signed by **Simon R E Berwin**

..... S - A G B

Date

.. 16 May 2016 ..

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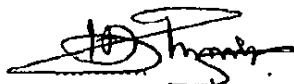
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The undersigned, a person entitled to vote on the Resolution on 16th May 2016 hereby irrevocably agrees to the Resolution.

For and on behalf of the **Trustees of the
Dr T.C. Hoch Settlement**

Signed by Hugh David Turner


16/5/16

Date

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AGREEMENT

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The undersigned, a person entitled to vote on the Resolution on 16th May 2016

hereby irrevocably agrees to the Resolution

For and on behalf of the **Trustees of the H
A Cann Accumulation & Maintenance
Fund**

Signed by Hugh David Turner



I am duly authorised to execute this document

Date

.. 16/5/16

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BERWIN HOLDINGS LIMITED

Minutes of a meeting of the board of directors of Berwin Holdings Limited (Company) held at Roseville Road, Leeds, LS8 5EE on 16th May 2016 at 4 00pm

IN ATTENDANCE:	NAME	POSITION
	Paul Dix	Secretary
	Malcolm Berwin	Director NOT IN ATTENDANCE
	Simon Berwin	Director
	Christopher Bower	Director
	Christian Dickson	Director
	Hugh Turner	Director

1. CHAIRPERSON

Simon Berwin took the chair of the meeting

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. DECLARATIONS OF INTEREST

3.1 The following directors declared the nature and extent of their interest in the proposed arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows

NAME	NATURE AND EXTENT OF INTEREST
Simon Berwin	Due to receive class B Ordinary shares as a result of the adoption of the new articles, and affected in the value of Ordinary shares by the creation of new classes of shares.
Christopher Bower	Due to receive class C Ordinary shares under an employee

	share scheme under consideration at this meeting and as a result of the adoption of the new articles
Christian Dickson	Due to receive class C Ordinary shares under an employee share scheme under consideration at this meeting and as a result of the adoption of the new articles.
Hugh Turner	Director appointed to act in the interests of the H A Cann Accumulation & Maintenance Fund and H A Cann 1997 Interest in Possession Trust (the Trusts) The Trusts are shareholders in the Company and will receive class D Ordinary shares as a result of the adoption of the new articles, and are affected in the value of Ordinary shares and "A" Ordinary shares by the creation of new classes of shares

- 3 2 ~~Malcolm Berwin confirmed that he had no direct or indirect interest in any way in the proposed arrangements to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose~~
- 3 3 It was noted that pursuant to article 14 of the model articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested, subject to any restrictions imposed under article 14 of the model articles of association.

4. **BUSINESS OF THE MEETING**

- 4 1 The chairperson reported that the business of the meeting was to,
- (a) adopt revised articles of associate (**Agreed Articles**) for the Company,
 - (b) approve the issue of class B Ordinary shares to Simon Berwin, class C Ordinary shares to Chris Bower and Christian Dickson, and class D ordinary shares to the H A Cann Accumulation & Maintenance Fund and H A Cann 1997 Interest in Possession Trust
 - (c) Note the proposed shareholders' agreement for the Employee Share Scheme between Berwin & Berwin Limited and Christian Dickson approved by Her Majesty's Revenue and Customs,

- (d) Note the proposed shareholders' agreement for the Employee Share Scheme between Berwin & Berwin Limited and Christopher Bower approved by Her Majesty's Revenue and Customs,
- (e) enter in to the proposed shareholder agreement between Simon Berwin, the Company and the Trusts, and
- (f) note a proposed resolution of Berwin & Berwin Limited, a wholly owned subsidiary of the Company, approving the Realisation Bonus Scheme for Simon Berwin, Christopher Bower and Christian Dickson

5. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting

- 5 1 The Agreed Articles
- 5 2 A shareholders' resolution adopting the articles and approving the issue of the new shares
- 5 3 The proposed shareholders' agreement for Employee Share Scheme for Christian Dickson approved by Her Majesty's Revenue and Customs
- 5 4 The proposed shareholders' agreement for Employee Share Scheme for Christopher Bower approved by Her Majesty's Revenue and Customs
- 5.5 The proposed shareholders' agreement between Simon Berwin, the Company and the Trusts
- 5 6 The draft Board Resolution of Berwin & Berwin Limited approving the Realisation Bonus Scheme for Simon Berwin, Christopher Bower and Christian Dickson.

6. RESOLUTIONS

- 6 1 Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to approve or note, as appropriate, the documents produced to the meeting for the purposes described
- 6.2 Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006 and the resolution of the shareholders of the Company, IT WAS RESOLVED to adopt the Agreed Articles and to issue the new shares

6 3 Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to approve the company entering in to the shareholder agreement between Simon Berwin, the Company and the Trust

7. FILING

The chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company

8. CLOSE

There was no further business and the chairperson declared the meeting closed

S. A. B.

Chairperson

16 May 2016

(Date)