

B.I.B. (DARLINGTON) LIMITED
Company No. 01600910

(the "Company")

Written Resolution of the Directors of the Company adopted 6 May 2022

Pursuant to the Company's Articles of Association, the undersigned, being the Directors of the Company, hereby pass the following resolutions, which shall be valid and effectual as if they had been passed at a meeting of the Directors of the Company duly convened and held:

THAT the following resolutions be proposed as written resolutions of the Company pursuant to section 288(3)(a) of the Companies Act 2006 (the "Act"): -

IT WAS NOTED THAT:

1. the Company's current issued share capital consist of 7,000 Ordinary Shares with £1.00 each;
2. the Company's current capital redemption reserve is £3,000;
3. B.I.B (Darlington) Acquisitions Limited is the sole shareholder of the Company (the "Shareholder");
4. the Company had not undertaken any activity prohibited under section 1004 or 1005 of the Act in the last three months.

IT WAS PROPOSED THAT:

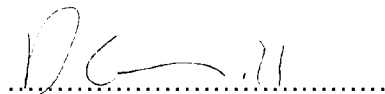
5. the share capital is reduced from £7,000 to £1 by cancelling and extinguishing 6,999 of the issued Ordinary shares of £1.00 each in the Company, each of which is fully paid (the "Capital Reduction");
6. the capital redemption reserve of the Company be reduced from £3,000 to £0;
7. the amount by which the Company's capital and capital redemption reserve is reduced be credited to a retained reserve;
8. the Reduction of Capital be carried out by way of the solvency statement procedure under the section 641(1)1(a) of the Act, requiring all directors to sign a statement of solvency, the Shareholder to approve the Reduction of Capital by special resolution and a compliance statement.
9. IT WAS FURTHER NOTED THAT the Company had received:
 - a) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the Act (the "Solvency Statement");
 - b) the Company' Management Accounts for the period ended to date;
 - c) a draft copy of the shareholder resolution to approve the Reduction of Capital and the cancellation of the Capital Redemption Reserve to be sent to the Shareholder in accordance with section 291 of the Act; and

- d) a draft statement of compliance containing the information set out in section 644 of the Act (the “Compliance Statement”).


RESOLUTIONS

10. After careful consideration, the directors agreed that the Capital Reduction would promote the success of the Company for the benefit of the Shareholder. It was further agreed that the Company was no longer required and that appropriate steps had been taken to return the Company’s share capital to its members. Accordingly, IT WAS RESOLVED THAT:
 - a) the Capital Reduction be approved;
 - b) the reduction of the Capital Redemption Reserve be approved;
 - c) all the directors sign the Solvency Statement, subject to being able to validly make the Solvency Statement;
 - d) the form of shareholder resolution be approved and circulated to the Shareholder for signature, accompanied by the signed Solvency Statement.
11. Subject to and following the passing of the shareholder resolution, IT WAS RESOLVED THAT:
 - a) the Reduction of Capital and the Capital Redemption Reserve to be carried out and take all necessary steps to reduce the share capital and reduce the capital redemption reserve;
 - b) to arrange the amount of capital so reduced to be credited to a retained reserve;
 - c) to arrange the amount of capital redemption reserve so reduced to be credited to a retained reserve;
 - d) all the directors sign the Compliance Statement, subject to being able to validly make the Compliance Statement;
 - e) the Company Secretary to file the shareholder resolution, signed Solvency Statement, Form SH19, the Compliance Statement at Companies House, within 15 days of the shareholder resolution being passed; and
 - f) the Company Secretary to make all the necessary and appropriate entries in the books and registers of the Company.
12. These written resolutions may be signed in any number of counterparts, all of which taken together constitute one and the same document, and the written resolutions are effective when the last signatory signs them.

(Signing pages to follow)



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Diane Cougill



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David Ross