

Company Number 02051551

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALLMAKES PR2 4X4 LIMITED (the "Company")

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COMPANIES HOUSE

Circulation Date 31 October 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company propose that the resolution 1 is passed as a special resolution and resolution 2 is passed as an ordinary resolution (the "Resolutions").

#### SPECIAL RESOLUTION

1. That the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company.

#### ORDINARY RESOLUTION

2. Subject to resolution 1 being passed, THAT the directors of the Company are hereby generally and unconditionally authorised, for the purposes of section 550 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal value of £9,250,000. This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

#### AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions.

Signature 

Print name: PAUL MYERS

Director duly authorised for and on behalf of BORDER HOLDINGS (U.K.) LTD

Date: 31 OCTOBER 2019

## **NOTES**

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights for resolution 1 and more than 50% of the total voting rights for resolution 2, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.