

Company number 03347348

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HARDWOOD LIMITED (Company)

18 December 2020



Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 is passed as an ordinary resolution (**Ordinary Resolution**); and
- resolutions 2 and 3 are passed as special resolutions (**Special Resolutions**),  
(together **Resolutions**).

#### ORDINARY RESOLUTION

	For	Against
1. That, (i) in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495) the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006 notwithstanding any provisions of the articles prohibiting a director from voting at any meeting of directors; and (ii) the matters referred to by the directors of the Company in such meeting are hereby approved as the directors see fit.	X	

## SPECIAL RESOLUTIONS

	For	Against
<p>2. To declare a dividend of £70.59477 on the ordinary shares of £1.00 each (<b>Ordinary Shares</b>) and of £70.59477 on the B ordinary shares of £1.00 each (<b>B Ordinary Shares</b>) in respect of the year ended March 2019, to be satisfied by the transfer of the entire issued share capital of Pinewood Structures Limited.</p> <p>This dividend will be paid on today's date to the holders of Ordinary Shares and B Ordinary Shares at 1pm on today's date (or such later time or date as the directors of the company may determine) (<b>Record Date</b>).</p>	X	
<p>3. THAT the articles of association of the Company be amended by inserting a new Article 9.6 as follows:</p> <p><i>9.6.1 Notwithstanding any other provision of these Articles but subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).</i></p> <p><i>9.6.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—</i></p> <p><i>(a) fixing the value of any assets;</i></p> <p><i>(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and</i></p> <p><i>(c) vesting any assets in trustees.</i></p>	X	

## AGREEMENT

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

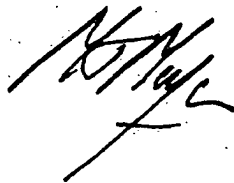
The undersigned, a person entitled to vote on the above Resolutions on the above date, hereby irrevocably agrees to those Resolutions as indicated above:

Signed by MICHAEL JAMES PETER  
BACON



Date 18/12/2020

Signed by MONTAGUE JOHN MEYER



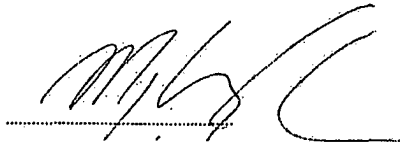
Date 18/12/2020

Signed by JEFFREY MEYER



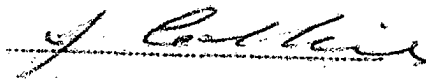
Date 18/12/2020

Signed by M J LAUGHLIN



Date 18/12/2020

Signed J J COLLINS



Date 18/12/2020

Signed by A G Stead FOR AND ON  
BEHALF OF PORTHMELLIN  
SECURITIES LIMITED

Date 18/12/2020

*Alan Stead*

*[Signature]*

Signed by DAVID COLMAN

Date 18/12/2020