

Company Number: 03634692

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GARRETT MCCARROLL KNOWLES LIMITED (Company)

CIRCULATION DATE: 17 December 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1, 2 and 3 below are passed as special resolutions (Special Resolutions).

#### **SPECIAL RESOLUTIONS**

**1. Amending articles of association**

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, such new articles of association including a new class of shares being redeemable B shares of £0.01 each and their associated rights.

**2. Authority to allot**

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) the directors of the Company (Directors) be generally and unconditionally authorised to allot redeemable B shares in the Company (Rights) up to an aggregate nominal amount of £0.05 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31/12/2021.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**3. Dis-application of Pre-emption Rights**

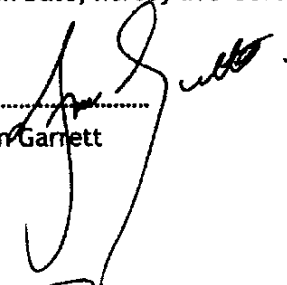
THAT, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £0.05; and
- b. expire on 31/12/2021 (unless renewed, varied or revoked by the Company prior to or on that date).

#### AGREEMENT

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

We, the undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions:

  
.....  
Jonathan Garrett

Date:

  
.....  
Carly Garrett

Date:

#### NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to the Company's Registered Office.
- **Post:** returning the signed copy by post to the Company's Registered Office.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.