

Company No. 04581370

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

Daybreak Nurseries Limited (the "Company")

**29 September** 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "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 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 above Resolution on the Circulation Date hereby irrevocably agrees to the Resolution:-



.....  
Daybreak Interim Holdings Limited

Russell Ford

.....  
29 September 2022

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
  - By Hand: delivering the signed copy to 3 Hardman Square, Spinningfields, Manchester, United Kingdom, M3 3EB for the attention of Georgia Poole;
  - Post: returning the signed copy by post to the address above for the attention of Georgia Poole; or
  - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Georgia.poole@pinsentmasons.com.

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 within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.