

Company number: 04986428

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
BETTERBATHROOMS (UK) LIMITED
Circulation date: *29 May* 2018

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is passed as a special resolution of the Company:

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended as follows:
 - 1.1 by the insertion of the following as a new article 3.2 (a) and the renumbering of the subsequent articles in article 3.2:
 - 3.2 Capital
 - (a) Notwithstanding any other provision of these Articles (including Article 3.2(b) and 3.2(c) below), in the event of a Liquidation, unless BGF elects to dis-apply this Article 3.2(a) prior to the completion of the relevant Liquidation, the proportion of the Exit Proceeds payable to BGF shall not exceed 40% of the Exit Proceeds.
 - 1.2 By the deletion of the words "3.4(a)(iii), 3.4(a)(iv), 3.4(a)(v)" in article 3.4(a)(i);
 - 1.3 By the deletion of articles 3.4(a) (iii), 3.4(a)(iv) and 3.4(a)(v);
 - 1.4 By the deletion of article 3.5;
 - 1.5 By the insertion of the following definition of "Exit Proceeds":

"Exit Proceeds" means (i) the surplus assets and retained profits of the Company after payment of all liabilities and available for distribution to the members on a return of capital, or (ii) the proceeds of an Exit, in each case after payment of all amounts outstanding under the loan notes (if any), and payment of any Enhanced Participating Dividend to be made in accordance with Article 3.1(a) (Declaration and payment of dividends).

The undersigned, being all the persons eligible to vote on the above resolution on the circulation date irrevocably agree to that resolution.

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BGF Nominees Limited

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Colin Stevens

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Peter Stevens

27518007.1



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26/10/2018
COMPANIES HOUSE

#112

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Louise Stevens


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Lee Ellis

Date: 29 May 2018

NOTES:

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:
 - By hand: delivering the signed copy to Lee Ellis at Horizon Park, Greenfold Way, Leigh, Lancashire, WN7 3XH.
 - Post: returning the signed copy by post to Lee Ellis at Horizon Park, Greenfold Way, Leigh, Lancashire, WN7 3XH.
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to lee.ellis@betterbathrooms.com. Please enter "Written resolution dated [circulation date]" in the e-mail subject box.

If you do not agree with 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.
3. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.

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 - 1.2 By the deletion of the words "3.4(a)(iii), 3.4(a)(iv), 3.4(a)(v)" in article 3.4(a)(i);
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 - 1.4 By the deletion of article 3.5;
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