



Company number 05742044
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
SHUTTERLY FABULOUS UK LIMITED
(the Company)

Circulation Date 25 June 2021

THURSDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed (the **Resolutions**):

SPECIAL RESOLUTIONS

1. "THAT pursuant to the provisions of section 21 of the Companies Act 2006, a new Article 5A be inserted into the Articles of Association after the current Article 5:

- 5A "Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:
- (i) is to a bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution, a "Secured Institution"; or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
 - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security, and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this Article unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company"; and
 - (iv) the Directors be and are hereby authorised to transfer shares pursuant to Article 5A and regulation 24 of Table A as if any pre-emption rights contained in the Articles of Association of the Company or otherwise, did and do not apply to such transfer and we hereby waive any pre-emption rights we may have in connection with such transfer."

2. "THAT pursuant to the provisions of section 21 of the Companies Act 2006, a new Article 4A be inserted into the Articles of Association of the Company after the current Article 4:

4A "The Company's first and paramount lien on every share (not being a fully paid share) called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable thereon shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security."

ORDINARY RESOLUTIONS

3. **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company and notwithstanding any personal interest, the Board of Directors of the Company be and is hereby specifically empowered, authorised and directed to enter into, issue and execute the following documents:
- 3.1. an accession deed dated on or about the date hereof between, among others, the Company and The Governor and Company of the Bank of Ireland as agent and security agent (the **Security Agent**) pursuant to which the Company will accede to become an Additional Borrower and Additional Borrower (as such terms are defined the Facilities Agreement (defined below)) under and in connection with a facilities agreement dated 15 February 2021 entered into between, among others, Mzuri Group Limited and Swift Direct Blinds Limited (as original borrowers) and the Security Agent;
 - 3.2. an all monies debenture to be entered into between, among others, the Company and the Security Agent pursuant to which the Company will create fixed and floating charges over its property, assets and undertaking in favour of the Security Agent; and
 - 3.3. such further documents, deeds, instruments, agreements, powers of attorney, notices, requests, acknowledgements, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the documents described in 3.1 and 3.2 above,

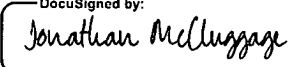
(the Documents)

and that the creation of and the entry into the Documents and the terms of the transaction contemplated thereby will promote the success of the Company for the benefit of its members as a whole and accordingly be hereby approved and constituted main objects of the Company and in particular the giving of the Guarantee is to the commercial benefit of the Company and that the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

AGREEMENT

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

The undersigned, the members entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

DocuSigned by:

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For and on behalf of
TCMM Shutter Group Limited

Date 25 June 2021

NOTES

1. You can choose to agree to the Resolutions or not. If you agree to 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 methods:
 - **By Hand:** delivering the signed copy to the Company Secretary.
 - **Post:** returning the signed copy by post to the Company Secretary.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to the Company Secretary. Please enter "Written resolutions dated [CIRCULATION DATE]" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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.