

Registered Number: 05757574

**THE COMPANIES ACTS**  
**RALPH & RUSSO LIMITED**  
**PRIVATE COMPANY LIMITED BY SHARES**

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**RESOLUTION**  
to which Chapter 3 of Part 3  
of the Companies Act 2006 applies

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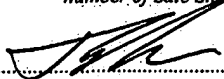
The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 11 February 2021:

**SPECIAL RESOLUTION**

**THAT** the following provision of the Company's articles of association be deleted in its entirety and replaced with the following wording:

**"17.4**

- (b)** *within 2 Business Days of receipt (or deemed receipt) of an offer from the Board to purchase such Sale Shares, the Continuing Shareholder shall be entitled (but not obliged) to give notice in writing to the Company that it wishes to apply for the relevant number of Sale Shares at the Sale Price (Purchase Notice),"*

  
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Director

Date 11 February 2021

