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RECEPTION DECK Company number 07255833

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

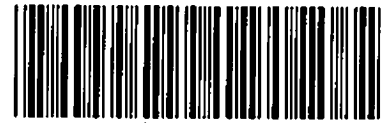
of

PURELY SHUTTERS LIMITED

(the Company)

Circulation Date 22 September 2022

TUESDAY



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08/11/2022

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COMPANIES HOUSE

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 26(6) be inserted into the Articles of Association after the current Article 26(5):

26(6) "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 24.1 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."

ORDINARY RESOLUTIONS

2. **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:
- 2.1. a Deed of Accession in relation to a Northern Irish law governed facilities agreement dated 06 May 2022 between (1) Mzuri Group Ltd (the **Parent**), (2) the Parent and certain of its subsidiaries (as *original borrowers*) (the **Borrowers** and each a **Borrower**), (3) the Parent and certain of its subsidiaries (as *original guarantors*) (the **Guarantors** and each a **Guarantor**), (4) The Governor and Company of the Bank of Ireland and Northern Bank Limited as joint mandated lead arrangers, (5) the financial institutions listed in part II of schedule I thereto (as *original lenders*), (6) The Governor and Company of the Bank of Ireland (as *agent*) and (7) The Governor and Company of the Bank of Ireland (as *security agent*) (the **Security Agent**) (the **Facilities Agreement**);
 - 2.2. an English law governed debenture over the property, assets and undertaking of the Company in favour of the Security Agent; and
 - 2.3. cash pool documentation issued by Northern Bank Limited trading as Danske Bank in the terms and on the conditions as set out in the said documentation,

(together, 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 and indemnity (as set out in Clause 24 of the Facilities Agreement) is to the commercial benefit of the Company.

3. **THAT** the Company and its directors are hereby empowered, authorised and directed to do all acts and things contemplated by or pursuant to the transactions which are the subject of or envisaged by the Documents and any other related document to which the Company is or will be a party.
4. **THAT** any and all actions of the Company and each director of the Company taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof or hereafter be, and are hereby, ratified, confirmed, approved and authorised in all respects as fully as if such actions had been presented to for approval, and approved by, all the directors prior to such actions being taken.

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:

A handwritten signature in black ink, consisting of a stylized 'K' followed by a horizontal line and a large 'C'.

For and on behalf of
Mzuri Group Ltd

Date 6/9/22

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's registered office FAO Jonathan McCluggage.
- **Post:** returning the signed copy by post to the Company's registered office FAO Jonathan McCluggage.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to jonathanmccluggage@mzurigroup.co.uk. 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.