

Company number: 09504386

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

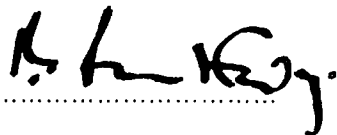
T BAILEY HOLDINGS LIMITED

On 23rd April 2021 the following written resolution was passed as a special resolution by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

(1) THAT the Company's Articles of Association be amended to include an additional article 18.7:

"18.7 Notwithstanding the preceding provisions of Article 18, Nicholas John Forman Hardy, Thomas William Bailey Forman Hardy and Peter Letley (the "**Permitted Directors**") are permitted to each be a director of the Company and any of its subsidiaries or group/associated companies from time to time. Without prejudice to the foregoing provisions of Article 18, notwithstanding that the Permitted Directors may each hold office as a director of the Company and any of its subsidiaries or group/associated companies from time to time, the duties contained in Section 175(1) of the Companies Act 2006 shall not be infringed by reason of such common directorships. This shall not prejudice the application of section 175(3) of the Companies Act 2006 and the duty to avoid a situation in which the Permitted Directors have, or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company. Accordingly, no further authorisation (whether pursuant to Section 175(4)(b) of the Companies Act 2006 or otherwise) shall be required in relation to the foregoing matters. Further, notwithstanding that the Permitted Directors are also directors of any of the Company's subsidiaries or group/associated companies from time to time, the Permitted Directors shall be entitled to continue to vote and count in the quorum at any meeting of the Company in relation to any matters which are discussed, considered and/or agreed in relation to such subsidiaries or group/associated companies."



Director