

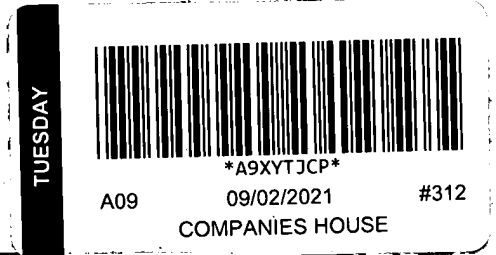
EXECUTION VERSION

Company No. 09647195

RICK BESTWICK (NORTH WEST) LIMITED (the "Company")

Written resolution of the sole member of the Company pursuant to
s.281 and Part 13 Ch 2 Companies Act 2006

Date: 27 January 2021



[REDACTED]

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution, which is proposed as an ordinary resolution.

WRITTEN ORDINARY RESOLUTION

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

WRITTEN SPECIAL RESOLUTION

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution, which is proposed as a special resolution.

THAT the Company's articles of association be amended as follows, effective on and from the date of the Senior Facility Agreement:

1 by inserting in article 35 the following articles:

"35.10 Notwithstanding anything in these Articles to the contrary (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers):

*(a) the directors shall neither decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge (a "**Shares Charge**") made by any shareholder of the Company nor suspend the registration of any transfer of shares where that transfer is:*

(i) in favour of a chargee or mortgagee of such shares;

(ii) in favour of any nominee of a chargee or mortgagee of such shares;

(iii) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares;

(iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares;

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact.

(b) no person who transfers or proposes to transfer any shares in any of the circumstances described in Article 35 is required to offer those shares to any shareholder from time to time of the Company, and no shareholder shall have any right under these Articles or otherwise to require that those shares be transferred to them (whether for consideration or not).

(c) no lien shall attach to the shares of the Company which are subject to a Shares Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares; and

(d) the directors shall not have any right of forfeiture over the shares of the Company subject to a Shares Charge."

Agreement to written resolutions

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

The undersigned, a person entitled on the date set out above to vote on the written resolution, hereby irrevocably agrees to the Ordinary and Special Resolutions.

Corporate member

Stephen Lawrence

Signed by
(print name of signatory)

Signature.....

DocuSigned by:
Stephen Lawrence
70613C9F7DCD473...

for and on behalf of
MAGNAVALE LIMITED

Date: 27 January 2021

NOTES

Procedures for signifying agreement

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 Your agreement to the resolutions, once signed and received by the Company, may not be revoked.
- 3 If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolutions

- 4 Unless, by the end of the 28 day period beginning with the circulation date stated at the head of this document, sufficient agreement has been received for the written resolutions to be passed, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.