

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GROCO HR HOLDCO LIMITED

Company Number 09826969

("the Company")

WEDNESDAY



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19/09/2018

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COMPANIES HOUSE

Circulation Date 13 September 2018

Passed on 13 September 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions and that resolution 3 below is passed as an ordinary resolution ("the Resolutions").

SPECIAL RESOLUTIONS

1. THAT the 1 issued H ordinary share of £1.00 in the capital of the Company be and is hereby reclassified as 1 ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association of the Company adopted pursuant to resolution 2 below.
2. THAT the draft regulations produced to us and attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTION

3. THAT the sum of £4,004 (being part of the amount standing to the credit of the Company's profit and loss account) be and is hereby capitalised and appropriated as capital to the holder(s) of shares in the capital of the Company as appearing in the register of members as at the close of business on the Circulation Date and that the directors be and are hereby authorised to apply such sum in paying up in full 4,004 ordinary shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to such holder(s) of ordinary shares in the capital of the Company.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of
GROCO HOLDCO 1 LIMITED

Date: 13/9/2018

NOTES

1. You can agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree with 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 Directors, Groco HR Holdco Limited, Lancaster House, Ackhurst Road, Chorley, PR7 1NH
- **By Post:** returning the signed copy by post to The Directors, Groco HR Holdco Limited, Lancaster House, Ackhurst Road, Chorley, PR7 1NH.

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, within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they 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.

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
GROCO HR HOLDCO LIMITED

(Adopted by Special Resolution dated 13 September 2018)

1. PRELIMINARY

- 1.1. The regulations contained in the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (hereinafter called "the Model Articles") shall apply to this Company save in so far as they are modified or excluded by or are inconsistent with these Articles. A reference in these Articles to an "article" is a reference to the relevant articles of these Articles unless expressly provided otherwise.
- 1.2. In these Articles the expression "the Act" means the Companies Act 2006.
- 1.3. A statutory provision includes a reference to the statutory provisions as replaced, modified or re-enacted from time to time before or after the date of these Articles and any subordinate legislation made under the statutory provisions before or after the date of these Articles.
- 1.4. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

2. ALLOTMENT OF SHARES

- 2.1. Unless the authority hereby given is previously revoked or varied by ordinary resolution of the members, the directors may at any time and from time to time during the period of twelve months commencing on the date of adoption of these Articles in accordance with Section 551 of the Act exercise generally and unconditionally the power of the Company to allot shares or any right to subscribe for or convert any securities into any shares ("Relevant Securities") and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said date) up to an aggregate resulting nominal amount of £4,005. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.
- 2.2. Save as provided by sub-clause 2.1 of this article or as permitted by Section 551 of the Act, no Relevant Securities shall be allotted or offered or agreed to be allotted except by authority of the members in accordance with the said Section 551.
- 2.3. By virtue of Section 567(1) of the Act, Sections 561 and 562 of the Act shall not apply to the Company.

3. SHARE CAPITAL

The share capital of the Company comprises ordinary shares of £1.00 each.

4. **LIEN**

The Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company.

5. **TRANSFER OF SHARES**

The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

6. **TRANSMISSION OF SHARES**

The directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with.

7. **PROCEEDINGS AT GENERAL MEETINGS**

7.1. If at any time the number of members of the Company shall be one, then the quorum to be present for a general meeting shall be one member present in person or by proxy.

7.2. Article 41 of the Model Articles shall be amended by the addition of the following a new paragraph 41(7) in that article: "If within half an hour of the time appointed for the holding of an adjourned meeting a quorum is not present, the member(s) present (either in person or by a duly appointed corporate representative) shall constitute a quorum.

7.3. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Article 44(2) of the Model Articles shall not apply to the Company.

7.4. Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

7.5. Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".

7.6. Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.

8. **NUMBER OF DIRECTORS**

Unless and until otherwise determined by the Company by ordinary resolution, the number of directors (other than alternate directors) shall be not less than one and shall not be subject to any maximum.

9. **SECRETARY**

The Company shall not be required to have a secretary, however the directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon

such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

10. APPOINTMENT AND RETIREMENT OF DIRECTORS

10.1. A member or members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

10.2. No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of 70 or any other age.

11. ALTERNATE DIRECTORS

11.1. Any director ("appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

11.1.1. exercise that director's powers; and

11.1.2. carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor.

11.2. Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

11.3. The notice must:

11.3.1. identify the proposed alternate; and

11.3.2. in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

11.4. An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

11.5. Except as the articles specify otherwise, alternate directors:

11.5.1. are deemed for all purposes to be directors;

11.5.2. are liable for their own acts and omissions;

11.5.3. are subject to the same restrictions as their appointors; and

11.5.4. are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

11.6. A person who is an alternate director but not a director:

11.6.1. may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);

- 11.6.2. may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate); and
- 11.6.3. shall not be counted as more than one director for the purposes of articles 11.6.1 and 11.6.2.
- 11.7. A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.
- 11.8. An alternate director may be paid expenses and may be indemnified by the Company to the same extent as his appointor but shall not be entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.
- 11.9. An alternate director's appointment as an alternate terminates:
 - 11.9.1. when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - 11.9.2. on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - 11.9.3. on the death of the alternate's appointor; or
 - 11.9.4. when the alternate's appointor's appointment as a director terminates.
- 11.10 In this article 11 and in article 14 "eligible director" means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter).

12. POWERS OF DIRECTORS

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 551 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

13. PROCEEDINGS OF DIRECTORS

- 13.1. Whenever the minimum number of directors in accordance with article 8 shall be one, a sole director shall have authority to exercise all the powers and discretion given by the Model Articles and by these Articles expressed to be vested in the directors generally, and Article 11 of the Model Articles shall be modified accordingly.
- 13.2. A meeting of the board of directors may, subject to notice thereof having been given to all directors, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors participating in such communication constitutes a quorum of the board. A resolution made by a majority of the said directors in pursuance of this article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

14. TRANSACTIONS OR OTHER ARRANGEMENTS WITH THE COMPANY

- 14.1. Subject to sections 177 and 182 of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 14.1.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 14.1.2. shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 14.1.3. shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 14.1.4. may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 14.1.5. may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - 14.1.6. shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

13.2 Articles 14(1) to 14(4) of the Model Articles shall not apply to the Company.

15. **SERVICE OF DOCUMENTS**

- 15.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 15.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;
 - 15.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 15.1.3. if properly addressed and sent or supplied by electronic means, one hour after it was sent or supplied; and
 - 15.1.4. if sent or supplied by means of a website, when it is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 15.2. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

16. INDEMNITY

- 16.1. Subject to article 16.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 16.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

16.1.1.1. in the actual or purported execution and/or discharge of his duties, or in relation to them; and

16.1.1.2. in relation to the activities of the Company (or any associated company) as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

- 16.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 16.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 16.2. This article 16 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

- 16.3. In this article 16 and in article 17:

- 16.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- 16.3.2. a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the Company (or any associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

- 16.4. Article 52 of the Model Articles shall not apply to the Company.

17. INSURANCE

- 17.1. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.

- 17.2. Article 53 of the Model Articles shall not apply to the Company.