

**COMPANY No. 10295971**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**GLOBAL HARVESTER HOLDINGS (UK) LTD (Company)**

**CIRCULATION DATE:** 26 November 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions of the Company (**Resolutions**):

**SPECIAL RESOLUTIONS**

1. **THAT** the regulations contained in the document annexed hereto and initialled for the purposes of identification (**New Articles**) be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.
2. **THAT** 4 R2 Shares of £0.50 each in the capital of the Company registered in the name of Joshua Schaefer be re-designated as 2 R Shares of £0.50 each, having the rights set out in the New Articles.
3. **THAT** each of the 100 A Shares of £1.00 each in the capital of the Company be sub-divided into 10,000 A Shares of £0.01 each.
4. **THAT** each of the 100 B Shares of £1.00 each in the capital of the Company be sub-divided into 10,000 B Shares of £0.01 each.
5. **THAT** each of the 182 R Shares of £0.50 each in the capital of the Company be sub-divided into 9,100 R Shares of £0.01 each.
6. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) Ana Haurie for the purchase by the Company of 87 (eighty seven) C Shares of £0.50 each in the capital of the Company for the sum of £43.50 (forty three pounds and fifty pence) (**Ana Haurie Share Buyback Agreement**) be approved and the Company be authorised to enter into the Ana Haurie Share Buyback Agreement.
7. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) Robin Bowie for the purchase by the Company of 87 (eighty seven) C Shares of £0.50 each in the capital of the Company for the sum of £43.50 (forty three pounds and fifty pence) (**Robin Bowie Share Buyback Agreement**) be approved and the Company be authorised to enter into the Robin Bowie Share Buyback Agreement.
8. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) Stuart Clenaghan for the purchase by the Company of 2 (two) C Shares of £0.50 each in the capital of the Company for the sum of £1.00 (one pound) (**Stuart Clenaghan Share Buyback Agreement**) be approved and the Company be authorised to enter into the Stuart Clenaghan Share Buyback Agreement.
9. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) Rory Hills for the purchase by the Company of 4 (four) C Shares of £0.50 each in the capital of the Company for the sum of £2.00 (two pounds) (**Rory Hills Share**

**Buyback Agreement**) be approved and the Company be authorised to enter into the Rory Hills Share Buyback Agreement.

10. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) William Shaul for the purchase by the Company of 3 (three) C Shares of £0.50 each in the capital of the Company for the sum of £1.50 (one pound and fifty pence) (**William Shaul Share Buyback Agreement**) be approved and the Company be authorised to enter into the William Shaul Share Buyback Agreement.
11. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) Joel Krueger for the purchase by the Company of 3 (three) C Shares of £0.50 each in the capital of the Company for the sum of £1.50 (one pound and fifty pence) (**Joel Krueger Share Buyback Agreement**) be approved and the Company be authorised to enter into the Joel Krueger Share Buyback Agreement.
12. **THAT** the terms of the Share Buyback Agreement proposed to be made between (1) the Company; and (2) Alison Fleming for the purchase by the Company of 4 (four) C Shares of £0.50 each in the capital of the Company for the sum of £2.00 (two pounds) (**Alison Fleming Share Buyback Agreement**) be approved and the Company be authorised to enter into the Alison Fleming Share Buyback Agreement.
13. **THAT** any pre-emption rights contained in the Company's Articles of Association shall not apply to the purchase of shares by the Company detailed in Resolutions (6) – (12) above.

## 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 Circulation Date, hereby irrevocably agree to the Resolutions as indicated above.

Signed by **ROBIN BOWIE**:

Date:

DocuSigned by:  
Robin Bowie  
0DB9E1805BBD4A8.....  
26 November 2021

Signed by **ANA HAURIE**:

Date:

DocuSigned by:  
Ana Haurie  
E5DE63144A90437.....  
26 November 2021

## NOTES

1. 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 Caroline Kemsley-Pein, Kemsley & Company, Harborough Innovation Centre, Airfield Business Park, Market Harborough, Leicestershire, LE16 7WB.

**Post:** returning the signed copy by post to Caroline Kemsley-Pein, Kemsley & Company, Harborough Innovation Centre, Airfield Business Park, Market Harborough, Leicestershire, LE16 7WB.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ckp@kemsleylaw.co.uk](mailto:ckp@kemsleylaw.co.uk). Please enter "*Written resolutions in respect of Global Harvester Holdings (UK) Ltd*" 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 the expiry of the 28 day period commencing on 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 the expiry of this period.