

(Company No. 10637315)

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
CARLTON FOREST 3PL HOLDINGS LIMITED
(Company)

~~3 April~~ 2023 (Circulation Date)
31 March

Under Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that resolution 1 below are passed as a special resolution (the **Resolution**).

SPECIAL RESOLUTION

- 1 That the articles of association of the Company be amended by the addition of the following new article 25 and that the existing articles of association of the Company be renumbered accordingly:

"25 SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY

- 25.1 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any Share (whether or not it is a fully paid Share) where such transfer is:

25.1.1 to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "**Secured Institution**") to which such Share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "**Nominee**");

25.1.2 executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or

25.1.3 executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no:

25.1.4 transferor or proposed transferor of any Share to a Secured Institution or Nominee;

25.1.5 Secured Institution or Nominee; or

25.1.6 receiver or manager appointed by or on behalf of a Secured Institution or Nominee,

shall be required to offer any Share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under these Articles to require any such Share to be transferred to it, whether for consideration or not.

25.2 Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution."

AGREEMENT

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

The undersigned is entitled to vote on the resolution on the Circulation Date and hereby irrevocably agrees to the above Resolution:

Signature:

DocuSigned by:
Mark Pepper
FC40AE50B8FF463...

.....

Print name: Mark Pepper

Director duly authorised for and on behalf of Carlton Forest Group Holdings Limited

Date: 3/31/2023

NOTES

1. If you agree to the Resolution, 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 Email: Attach a scanned copy of the signed document to an email and send it to the Company at Mark.Pepper@Carltonforestgroup.com.

Post: returning the signed copy by post to Carlton Forest Distribution Centre, Blyth Road, Worksop, United Kingdom, S81 0TP.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

2. If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. When agreement has been received from members representing 75% of the total voting rights in the case of the special resolution and more than 50% of the total voting rights in the case of the ordinary resolution, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for a resolution to pass, it will lapse.