

COMPANY NUMBER 12547151
PRIVATE COMPANY LIMITED BY SHARE
WRITTEN RESOLUTION

of

VIRGINIA HAYWARD HOLDINGS LIMITED (the "Company")

Circulation Date: 25-8-20 2020 ("Circulation Date")



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

SPECIAL RESOLUTIONS

1. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:

- a) this power is revoked;
- b) the Company ceases to be a private company limited by shares; or
- c) there is more than one class of shares in the Company.

2. CONSOLIDATION OF SHARES

THAT, subject to the passing of resolution 1, the 300 ordinary shares of £0.01 each in the issued share capital of the Company be consolidated into 3 ordinary shares of £1.00 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.

3. ADOPTION OF ARTICLES


THAT, subject to the passing of resolutions 1 and 2, the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company, with effect from approval of the


articles of association by the directors at the board meeting at which this resolution is presented.

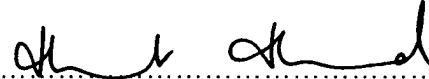
AGREEMENT

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

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

Signature: 
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Sam Robert Hayward
Date: 25-8-20
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Signature: 
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Alix Virginia Haysom
Date: 25-8-20
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Signature: 
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Harriet Lucinda Hubbard
Date: 25-8-20
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