

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF JOHN DALE (HOLDINGS) LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the eligible members (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following written resolutions as ordinary resolutions and special resolutions of the Company.

**SPECIAL RESOLUTION**

That the articles of association of the Company be amended by adding the following Special

Article: "

86.1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

86.1.1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or

86.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

86.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

86.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 86.1.1 above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".



## ORDINARY RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into be and are hereby approved (copies of such Documents having been supplied to Accrol Group Holdings PLC and the Company's auditors prior to the signing of this Written Resolution).
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).
- 3 That the directors of the Company be and are hereby authorised to do all things necessary in respect of the Documents and any other related documents, notwithstanding any provisions of the Company's memorandum of association and articles of association.
- 4 That the execution, delivery and performance of the Documents with such amendments, variations and modifications as any director of the Company may approve in his absolute discretion will be for the benefit of the Company for the purpose of carrying on its business and will be most likely to promote the success of the Company for the benefit of its members as a whole.
- 5 That Accrol Group Holdings PLC be appointed to act as agent of the Company in connection with the Documents.

DocuSigned by:  
*Richard Newman*  
21CA5DE89D842C...

Signature: .....

**Richard Newman**

Name:

For and on behalf of **Accrol Group Holdings PLC**

Date: 12 January 2022



## EXPLANATORY STATEMENT TO MEMBER

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company. The resolutions are proposed as ordinary resolutions and special resolutions. The ordinary resolutions require members holding more than 50 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed. The special resolutions require members holding not less than 75 per cent of the total voting rights of members entitled to vote in favour for them to be passed.
- 2 This document is sent to members on 12 January 2022 (**Circulation Date**).
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document;
  - (c) please return the document to the Company at the Company's registered address marked "for the attention of the directors" or hand it to the company secretary or chairman of the board in person.
- 5 To be valid, this document must be received no later than 28 days following the Circulation Date.
- 6 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolutions will lapse.
- 7 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.



## **The Appendix**

### **Documents**

- 1 an accession deed to a facility agreement dated 28 August 2020 between Accrol Group Holdings PLC as parent (**Parent**), certain subsidiaries of the Parent as original borrowers and original guarantors and HSBC UK Bank plc as lender (**Lender**);
- 2 a guarantee deed of admission to be entered into by the Parent and certain subsidiaries of the Parent as existing guarantors, the acceding companies, including the Company as additional guarantors and the Lender;
- 3 a debenture to be given by the Company in favour of the Lender (**Debenture**); and
- 4 an officer's certificate to be given by the Company.