

Company No: 13156613

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NHF HOLDINGS LTD
(Company)

On 26 February 2021 the following resolution numbered 1, 2, 3 and 4 were duly passed as special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006).

SPECIAL RESOLUTIONS

1. ARTICLES OF ASSOCIATION

THAT the draft articles of association attached to this resolution (**New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

2. ALLOTMENT AND ISSUE OF SHARES

THAT the entry by the Company into a share purchase agreement between (1) Malcolm Arnold, Barbara Arnold, Ben Arnold (**BA**) and Dean Sergeant (**DS**); and (2) the Company relating to the purchase of the entire issued share capital of Nuneaton Hose & Fittings Limited in part consideration for the issue and allotment of the following number and class of shares in the capital of the Company:

Allottee	Class of Share	Number of Shares
BA	A Ordinary Shares of £1.00 each	381,429
DS	B Ordinary Shares of £1.00 each	101,713
BA	C Ordinary Shares of £1.00 each	300

be hereby approved.

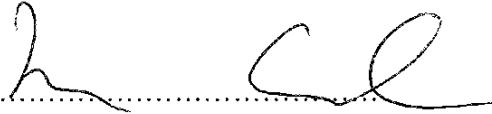
3. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to issue and allot shares in the Company up to an aggregate nominal amount of £446,216.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the Circulation Date.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company.

4. PRE-EMPTION RIGHTS WAIVER

THAT, in accordance with section 570 of the CA 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment.

Signed: 
Director