

**Company No: 13735091**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF**

**MICHELS & TAYLOR OP-CO E LIMITED**  
(the “Company”)

Circulation Date:  
28 october 2022

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

## ORDINARY RESOLUTIONS

1.

[REDACTED]

[REDACTED]

(b) [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

(c) [REDACTED]  
[REDACTED]  
[REDACTED]

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## SPECIAL RESOLUTION

### ARTICLES

**THAT** the draft articles of association attached to this resolution 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.

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

The undersigned person entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed by a Director for and on behalf of  
Michels & Taylor Midco Limited

DocuSigned by:  
*Ian Noble*  
742428AB83474C5.....  
Director of Michels & Taylor Midco  
Limited

28 october 2022

Date

.....

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 delivery methods:

- **By hand:** delivering the signed copy to Lucy Begbie, Freedman + Hilmi LLP, 101 Wigmore Street, London, W1U 1QU.
- **Post:** returning the signed copy by post to Lucy Begbie, Freedman + Hilmi LLP, 101 Wigmore Street, London, W1U 1QU
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [df@freedmanhilmi.com](mailto:df@freedmanhilmi.com), [lbegbie@freedmanhilmi.com](mailto:lbegbie@freedmanhilmi.com)

You may not indicate your agreement to the Resolutions by any other method. 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.

However, once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

2. Unless, by the end of a period of 28 days from 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 or during this date.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.