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Company Number 13848375

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EWE HOLDINGS LIMITED ('Company')

4 April **2022 ('Circulation Date')**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company (**Directors**) propose that resolutions 1 and 2 below be passed as ordinary resolutions and resolution 2 below be passed as a special resolution (**Resolutions**).

ORDINARY RESOLUTIONS

1. THAT, the entry into an agreement under which the Company will, in consideration of the shareholders of Elsham Wold Estates Limited transferring their shares in that company to the Company, issue a proportional number of shares in the capital of the Company to the shareholders of Elsham Wold Estates Limited (**Agreement**) is in the best interests of the Company and that the Company be and is hereby authorised for all purposes under the Act to enter into the Agreement and that the directors be and are authorised to issue the Consideration Shares (as defined in the Agreement) pursuant to the terms of the Agreement and to credit the ordinary ordinary subscriber shares of £1.00 each in the capital of the Company as fully paid.
2. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £14,887,322 (such that the Company's share capital shall, following such allotment, amount to £14,887,324) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which these Resolutions are passed. This authority revokes and replaces all unexercised authorities previously granted to the Directors.



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SPECIAL RESOLUTION

3. THAT, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £14,887,322 and shall expire on the fifth anniversary of the date on which these Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

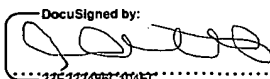
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AGREEMENT

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

The undersigned, being all of those persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

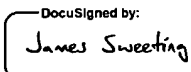
Signed by **SIMON DAVID HERRING**

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Date

4 April 2022

Signed by **JAMES TIMOTHY SWEETING**

DocuSigned by:

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Date

4 April 2022

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NOTES

1. If you agree to 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 Andrew Jackson Solicitors LLP, Marina Court, Castle Street, Hull, HU1 1TJ marked for the attention of Jon Croft.
- **Post:** Returning the signed copy by post to Andrew Jackson Solicitors LLP, Marina Court, Castle Street, Hull, HU1 1TJ marked for the attention of Jon Croft.
- **Email:** By attaching a scanned copy of the signed document to an email and sending it to jon.croft@andrewjackson.co.uk. Please enter "Written resolution of EWE Holdings Limited" in the email subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass by the date falling 28 days after the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible.