

Company number SC009743
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
Bandt Ltd (Company)
CIRCULATION DATE: 12 September 2023

PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

The directors of the Company propose to the sole member of the Company that the following written resolutions (collectively, the "**Resolutions**") be passed by the Company, the first to be passed as a special resolution and the remainder as ordinary resolutions, (together the "**Resolutions**").

SPECIAL RESOLUTION

1. **THAT** it has been proved to the satisfaction of the undersigned that the Company cannot, by reason of its liabilities, continue its business and accordingly **THAT** the Company be wound up voluntarily (by way of a creditors' voluntary liquidation).

ORDINARY RESOLUTIONS

2. **THAT** Victoria Hatton of PricewaterhouseCoopers LLP, Central Square, 29 Wellington Street, Leeds LS1 4DL, David Baxendale of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT and Mark James Tobias Banfield of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT be appointed as joint liquidators of the Company for the purpose of its voluntary winding up.
3. **THAT** any act required or authorised (whether under any enactment or otherwise) to be done by the liquidators of the Company may be done by any one or more of the persons holding the office of joint liquidator from time to time (whether acting alone or jointly).

PROCEDURE FOR AGREEING TO THE RESOLUTIONS

In the event that a Shareholder entitled to vote on the Resolutions on the Circulation Date (that is the first date on which copies of the Resolutions are first sent to the shareholder of the Company (the "**Shareholders**")) wishes to approve the Resolutions, they should sign and date below to signify the irrevocable agreement of that Shareholder to the Resolutions and return this signed document by hand or by post to the Company at 29 Wellington Street, Leeds LS1 4DL FAO Andy Lilley or send a copy by email to andy.lilley@pwc.com.

The Resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the Circulation Date otherwise it will lapse.


By the terms of section 296(3) of the Companies Act 2006, a member's agreement to a written resolution, once signified, may not be revoked.

If you do not agree to the Resolutions, you do not need to do anything: The Shareholder will not be deemed to agree if it fails to reply.

The Resolutions are passed when the required eligible Shareholder has signified their agreement with them.

AGREEMENT BY SOLE SHAREHOLDER TO EACH OF THE RESOLUTIONS

It is resolved by the sole shareholder that each of the Resolutions be passed as resolutions in writing pursuant to pursuant to section 288 of the Companies Act 2006, the first as a special resolution and the remainder as ordinary resolutions.

Signed: 

Name: Ryan Stone

for Glas Trust Corporation Limited

Position: Senior Transaction Manager

Date: 20 SEPTEMBER 2023 AT 11.15 AM .

[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.]