

Company number 02092219
COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of

SATURDAY



THE PATTERN BOOK COMPANY LIMITED (Company)

Circulation date 28 MARCH 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolutions are passed as special resolutions.

SPECIAL RESOLUTIONS

1. That the facility agreement (**Facility Agreement**) attached to this resolution be approved and the Company authorised to enter into them and that any director (in the case of any document to be executed under hand) or any two directors, or one director and the secretary, or any one director in the presence of a witness (in the case of any document to be executed as a deed) be and hereby authorised to sign and/or despatch the Facility Agreement and any other documents or notices required to be delivered in connection with them:
 - 1.1 a term facilities agreement relating to the loan facilities to be made between the Trustees of The Pattern Book Company Limited Pension Scheme (**Lender**) and the Company for the purpose of assisting the business of the Company (**Facilities Agreement**);
 2. THAT the articles of association of the Company be amended by inserting a new Article 7 as follows:
 7. "Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:
 - (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
 - (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
 - (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,
- and furthermore, notwithstanding anything to the contrary contained in these Articles:
- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
 - (ii) no Secured Institution or its nominee; and
 - (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not,

and furthermore, the Directors shall not have any lien over any shares which have been mortgaged or charged by way of security to a Secured Institution."

3. **THAT** the existing articles of association shall be renumbered accordingly.


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (**Resolution**).

The undersigned, being those members entitled to vote on the Resolution on 2019, hereby irrevocably agrees to the Resolution.

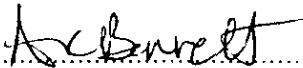
RICHARD MARK BENNETT

Date

..... 
..... 28/03/19

AMY ROSE BENNETT

Date

..... 
..... 28/03/19


COLLETTE BENNETT

Date

..... C.A.H. Bennett

DONALD BENNETT

Date

..... 
..... 28/03/19

NOTES

1. You can choose to agree to all of the Resolution or none of them, but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

By hand: delivering the signed copy to Nicole Waldron, Foss Islands House, Foss Islands Road, York, YO31 7UJ.

Post: returning the signed copy by post to Nicole Waldron, Foss Islands House, Foss Islands Road, York, YO31 7UJ.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to niocle.waldron@andrewjackson.co.uk Please enter "Written resolution dated ~~28/03~~2019" in the e-mail subject box.

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

If you do not agree to all of the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, upon the expiry of 30 days from the date of the Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. 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.