

THE COMPANIES ACT 2006

NASH NURSERY LIMITED

(THE "COMPANY")

WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby unanimously agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution which would otherwise be required to be passed as a special resolution (the "**Special Resolution**") by way of written resolution:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 15:

"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") and where the transfer is or is to be:

- (a) to a Secured Party or its nominee; or
- (b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts."

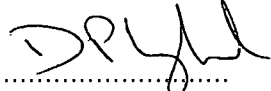
2. **THAT** the Articles be amended by inserting the following as a new Article 16:

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party."

AGREEMENT:

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

The undersigned, a person entitled to vote on the above resolutions on 2 December 2021 hereby irrevocably agrees to the Special Resolutions.


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for and on behalf of
Aspers Group Limited

Date: 2 December 2021

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THURSDAY



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COMPANIES HOUSE

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 by delivery to Ashurst LLP acting on behalf of the Company.

If you do not agree to all of 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 by 14 December 2021 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 on this date.

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
NASH NURSERY LIMITED

The following written resolutions were passed by the Company on 2 December 2021; which would otherwise be required to be passed as a special resolutions.

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 15:

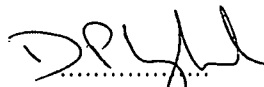
"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") and where the transfer is or is to be:

- (c) to a Secured Party or its nominee; or
- (d) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts."

2. **THAT** the Articles be amended by inserting the following as a new Article 16:

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party."


.....
Director