

Company No. 12358032

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**CENTRAL GROUP (MANUFACTURING) LTD**  
**("Company")**

**Circulation Date 28 October 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as Special Resolutions ("**Resolutions**").

**RESOLUTION 1**

"**THAT** for the purposes of the section 190 of the Companies Act 2006, the Company be and is authorised to acquire from Gary Morton, Karen Morton, Esther Morton and Sophie Morton ("**Sellers**") 24 A Ordinary Shares of £1.00 each, 16 C Ordinary Shares of £1.00 each, 5 D Ordinary Shares of £1.00 each and 5 E Ordinary Shares of £1.00 each The Boing Boing Group Ltd (company number 09553225) pursuant to a share Purchase agreement to be entered into between (1) the Company and (2) the Sellers (a copy of which has been circulated to all members)."



**RESOLUTION 2**

"**THAT** the Company's current articles of association be replaced by the new articles of association in the form of the draft annexed hereto and marked "A"."

**AGREEMENT**

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

The undersigned, persons entitled to vote on the above Resolution on 28 October 2021, hereby irrevocably agree to the Resolution:

Name of Shareholder	Signature	Date
Martyn Craig Elwell		28 October <b>2021</b>
Kristie Hughes		28 October <b>2021</b>

## 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.  
  
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, within 28 days of the circulation date referred to above, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, 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.

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**WRITTEN RESOLUTIONS**  
**OF**  
**CENTRAL GROUP (MANUFACTURING) LTD**  
**("the Company")**

On 28 October 2021, the following written resolutions were duly passed as Special Resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

**RESOLUTION 1**

"**THAT** for the purposes of the section 190 of the Companies Act 2006, the Company be and is authorised to acquire from Gary Morton, Karen Morton, Esther Morton and Sophie Morton ("**Sellers**") 24 A Ordinary Shares of £1.00 each, 16 C Ordinary Shares of £1.00 each, 5 D Ordinary Shares of £1.00 each and 5 E Ordinary Shares of £1.00 each The Boing Boing Group Ltd (company number 09553225) pursuant to a share Purchase agreement to be entered into between (1) the Company and (2) the Sellers (a copy of which has been circulated to all members)."

**RESOLUTION 2**

"**THAT** the Company's current articles of association be replaced by the new articles of association in the form of the draft annexed hereto and marked "A"."



.....  
Director