

WEDNESDAY



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06/10/2021

#51

COMPANIES HOUSE

Company number 02857344

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BARLOWS (U.K.) LIMITED (Company)

Circulation Date: 4th OCTOBER 2021

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

SPECIAL RESOLUTIONS

1. ADOPTION OF ARTICLES

THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

2. AUTHORITY TO ALLOT AND DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the CA 2006 and the articles of association adopted under resolution 1, the Directors be generally empowered to allot one B Ordinary Share of £1, one C Ordinary Share of £1, one D Ordinary Share of £1, one E Ordinary Share of £1, one F Ordinary Share of £1, one G Ordinary Share of £1 and one H Ordinary Share of £1 as if section 561(1) of the CA 2006, and any other rights of pre-emption under the articles of association or otherwise, did not apply to any such allotment.


AGREEMENT

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

The undersigned, persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

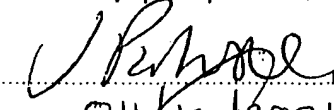
Signed by Andrew Caputo

Date


04/10/2021

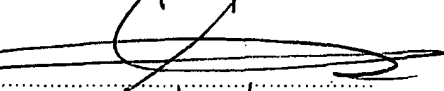
Signed by Jill Lesley Parkinson

Date


04/10/2021

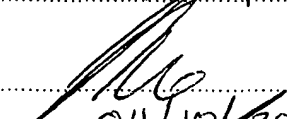
Signed by Mark Phillip Holden

Date

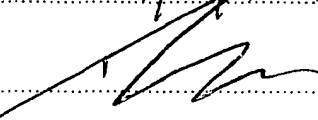

04/10/2021

Signed by John Edward Barlow

Date


04/10/2021

Signed by Thomas Edward Barlow


04/10/2021

Date

04/10/2021

Signed by Stephanie Carole Barlow

[Signature]

Date

04/10/2021

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 methods:

- **By Hand:** delivering the signed copy to Edward Barnes of DTM Legal LLP, Archway House, Station Road, Chester, CH1 3DR.
- **Post:** returning the signed copy by post to Edward Barnes of DTM Legal LLP, Archway House, Station Road, Chester, CH1 3DR.
- **Fax:** faxing the signed copy to 01244-403485 marked "For the attention of Edward Barnes".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to edward.barnes@dtmlegal.com. Please enter "Written resolutions dated [DATE]" in the e-mail 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, within 28 days of the Circulation Date 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.