

THE COMPANIES ACT 2006

COMPANY NUMBER: 06408078

WRITTEN RESOLUTION

OF

THE NURSERY (LEYLAND) LIMITED
("the Company")

I, the undersigned, holding the entire issued share capital of the Company and entitled to receive notice for the passing of special resolutions of the Company and entitled to receive notice of and vote at general meetings HEREBY PASS the following resolutions as special resolutions and agree that the said resolutions shall, pursuant to Section 283 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED:

1. THAT the regulations set forth in the printed document produced to this meeting and for the purposes of identification signed by the chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof and
2. THAT the Director be empowered to allot and grant rights to subscribe for or convert securities into shares of the Company to the value of £94.00 in respect of the Ordinary A Shares and £5.00 in respect of the Ordinary B Shares pursuant to the authority given to the Director as if the pre-emption rights contained in Article 23 of the Company's Articles of Association did not apply

Dated 31/10/19

Signed: X GML
Gabrielle Marie Leigh



Notes

1. The purpose of this written resolution is to adopt new Articles of Association and to disapply pre-emption rights. If the resolution is a special resolution the requisite majority needed to pass the resolution is members representing not less than three-fourths of the total voting rights of eligible members. If the resolution is an Ordinary Resolution a simple majority is needed in order for the resolution to be passed.
2. The circulation date of this written resolution is 31/10/19.
3. If you agree to all resolutions herein, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the document to the Company.
4. If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
5. If not passed by the requisite majority of members, this written resolution shall lapse 28 days from the date of circulation as stated in 2.
6. Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked.