

Company Number 09962063  
COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION**

of

**RBB TOPCO LIMITED (the "Company")**

passed on *25 March* 2019

TUESDAY



LD1 \*L821UWYJ\* #76  
26/03/2019  
COMPANIES HOUSE

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company:

**SPECIAL RESOLUTION**

That the share capital of the Company be reduced from £500,197 to £197 by cancelling and extinguishing the 500,000 fully paid preference shares of £1.00 each and the amount by which the share capital is so reduced be credited to a reserve.

*[Signature]*  
.....

Director

Company Number 09962063

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**RBB TOPCO LIMITED (the "Company")**

Circulation Date 25 March 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

That the share capital of the Company be reduced from £500,197 to £197 by cancelling and extinguishing each of the 500,000 fully paid preference shares of £1.00 each and the amount by which the share capital is so reduced be credited to a reserve.

**AGREEMENT**

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

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Signature:



Print name:

**KELVIN WHITE**

Date:

25 March 2019

Signature:



Print name:

**MARK ISAAC**

Date:

25 March 2019

Signature:

.....

Print name:

**RONALD ISAAC**

Date:

.....

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PRIVATE COMPANY LIMITED BY SHARES

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OF

RBB TOPCO LIMITED (the "Company")

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Signature: .....

Print name: **KELVIN WHITE**

Date: .....

Signature: .....

Print name: **MARK ISAAC**

Date: .....

Signature: R. Isaac .....

Print name: **RONALD ISAAC**

Date: 25 March 2019

Signature:

.....

Print name:

**GUY PITT- HARDACRE**

Date:

*25 March 2019*.....

Signature:

.....

Print name:

**DARREN WOOTTON**

Date:

*25 March 2019*.....

Signature:

.....

Print name:

**JOHN CURRIE**

Date:

.....

Signature:

.....

Print name:

**CHRISTOPHER CRAUFURD**

Date:

.....

Signature:

.....

Print name:

**SUSAN LAMBERT**

Date:

.....

Signature:

.....

Print name:

**FIONA PRESTIDGE**

Date:

.....

Signature:

.....

Print name:

**JON PHILLIPS**

Date:

.....

Signature: .....

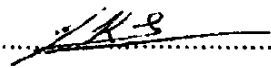
Print name: **GUY PITT- HARDACRE**

Date: .....

Signature: .....

Print name: **DARREN WOOTTON**

Date: .....

Signature: ..... 

Print name: **JOHN CURRIE**

Date: *25 March 2019*

Signature: .....

Print name: **CHRISTOPHER CRAUFURD**

Date: .....

Signature: .....

Print name: **SUSAN LAMBERT**

Date: .....

Signature: .....

Print name: **FIONA PRESTIDGE**

Date: .....

Signature: .....

Print name: **JON PHILLIPS**

Date: .....

Signature: .....

Print name: **GUY PITT- HARDACRE**

Date: .....

Signature: .....

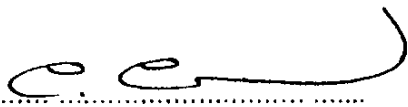
Print name: **DARREN WOOTTON**

Date: .....

Signature: .....

Print name: **JOHN CURRIE**

Date: .....

Signature:  .....

Print name: **CHRISTOPHER CRAUFURD**

Date: *25 March 2019* .....

Signature: .....

Print name: **SUSAN LAMBERT**

Date: .....

Signature: .....

Print name: **FIONA PRESTIDGE**

Date: .....

Signature: .....

Print name: **JON PHILLIPS**

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Signature: .....

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Date: .....

Signature: .....

Print name: **JOHN CURRIE**

Date: .....

Signature: .....

Print name: **CHRISTOPHER CRAUFURD**

Date: .....

Signature: .....

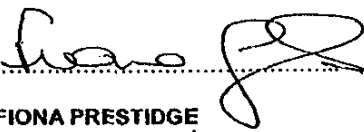
Print name: **SUSAN LAMBERT**

Date: .....

Signature: .....

Print name: **FIONA PRESTIDGE**

Date: .....

  
25 March 2019

Signature: .....

Print name: **JON PHILLIPS**

Date: .....



Signature: .....

Print name: **GUY PITT- HARDACRE**

Date: .....

Signature: .....

Print name: **DARREN WOOTTON**

Date: .....

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Date: .....

Signature: .....

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Date: .....

Signature: .....

Print name: **FIONA PRESTIDGE**

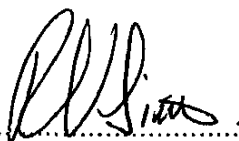
Date: .....

Signature: .....

Print name: **JON PHILLIPS**

Date: **25 Mar 2019**

Signature:

  
.....

Print name:

**RAY SIMS**

Date:

*25 March 2019*  
.....

Signature:

.....

Print name:

**STEVE COLE**

Date:

.....

Signature: .....

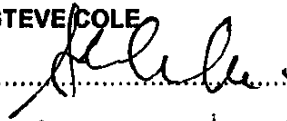
Print name: **RAY SIMS**

Date: .....

Signature: .....

Print name: **STEVE COLE**

Date: .....

  
25 March 2019

## **NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
  - 1.1 if you received the Resolution by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolution; or
  - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
    - 1.2.1 by e-mail: by sending a scanned copy of the signed and dated Resolution to [nina.smith@shoosmiths.co.uk](mailto:nina.smith@shoosmiths.co.uk); or
    - 1.2.2 by hand: by delivering the signed and dated Resolution to Shoosmiths LLP, Apex Plaza, Forbury Road, Reading, Berkshire, RG1 1SH, marked "For the attention of Amy Lapsevskas"; or
    - 1.2.3 by post: by returning the signed and dated Resolution by post to Shoosmiths LLP, Apex Plaza, Forbury Road, Reading, Berkshire, RG1 1SH, marked "For the attention of Amy Lapsevskas".
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.
- 6 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.