

**Company number 03314066**

**SPECIAL RESOLUTIONS**

OF

C&J CLARK Limited (the "**Company**")

Passed on 23 December 2020

The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**Special resolutions**

1. THAT, subject to the Company approving and adopting new articles of association, "the proposed investment by LionRock Capital in the capital of the Company (the "**Transaction**") on the terms and subject to the conditions summarised in the circular dated 7 December 2020 and all ancillary arrangements relating to the Transaction be and are hereby approved, and any and all of the directors (or a duly authorised committee thereof) be and are hereby authorised to (i) do all such acts and things and execute all such agreements and make such arrangements as may seem to them (acting reasonably) necessary and appropriate for the purpose of giving effect to, or otherwise in connection with, the Transaction and the ancillary arrangements related thereto, and (ii) agree and make such modifications, variations, revisions, waivers or amendments in relation to any of the foregoing as they may, acting reasonably, consider necessary and appropriate."
2. THAT the requirement for Benjamin Lovell to vacate his office as a director of the Company pursuant to article 86(a)(vii) of the current articles of association of the Company be waived.

DocuSigned by:

*Paul Wakefield*

Signed

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Paul Wakefield

Company secretary

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