

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JACK LUNN (HOLDINGS) LIMITED (the "Company")

Circulated on *14 December* 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act"), the directors of the Company (the "Directors"), in accordance with section 288(3) (a) of the Act, propose that the following resolutions are passed by the members of the Company as an ordinary resolution and a special resolution as designated (the "Resolutions"):

ORDINARY RESOLUTION

1. RE-DESIGNATE SHARES

- (a) **THAT** the 7,500 B ordinary shares of £1.00 each in the capital of the Company held by Catherine Anne Lunn be and are hereby re-designated as 7,500 A ordinary shares of £1.00 each (**A Shares**) in the capital of the Company;
- (b) **THAT** the 2,000 B ordinary shares of £1.00 each in the capital of the Company held by Roy Lunn be and are hereby re-designated as 2,000 C ordinary shares of £1.00 (**C Shares**);
- (c) **THAT** the 1,657 B ordinary shares of £1.00 each in the capital of the Company held by Andrew Lunn be and are hereby re-designated as 1,657 D Shares of £1.00 each (**D Shares**);
- (d) **THAT** the 281 B ordinary shares of £1.00 each in the capital of the Company held by James Lunn be and are hereby re-designated as 281 E Shares of £1.00 each (**E Shares**);
- (e) **THAT** the 565 B ordinary shares of £1.00 each in the capital of the Company held by the Trustees of the Andrew Lunn Settlement 2009 be and are hereby re-designated as 565 F Shares of £1.00 each (**F Shares**);
- (f) **THAT** the 566 B ordinary shares of £1.00 each in the capital of the Company held by the Trustees of the James Lunn Settlement 2009 be and are hereby re-designated as 566 G Shares of £1.00 each (**G Shares**); and

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COMPANIES HOUSE

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- (g) **THAT** the 847 B ordinary shares of £1.00 each in the capital of the Company held by the Trustees of the Heather Bennett Settlement 2009 be and are hereby re-designated as 847 H Shares of £1.00 each (**H Shares**),

AND THAT the 3,522 B ordinary shares of £1.00 each in the capital of the Company held by Carole Ann Lunn shall remain designated as 3,522 B ordinary shares of £1.00 each but shall have the rights attaching to **B Shares** as set out in the in the articles of association of the Company, as adopted by resolution 2 below (**New Articles**).

In each case, the A Shares, the B Shares, the C Shares, the D Shares, the E Shares, the F Shares, the G Shares and the H Shares have the rights set out in the New Articles.

SPECIAL RESOLUTION

2. AMENDMENT TO ARTICLES

THAT the draft articles of association attached to these Written Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Agreement

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

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

Signed:

C A Lunn
.....

.....

Catherine Anne Lunn

Carole Ann Lunn

Date of signature: *14 December* 2020

Date of signature: 2020

Registered holder of 7,500 B Ordinary Shares
of £1.00 each

Registered holder of 3,522 B Ordinary Shares
of £1.00 each

(g) **THAT** the 847 B ordinary shares of £1.00 each in the capital of the Company held by the Trustees of the Heather Bennett Settlement 2009 be and are hereby re-designated as 847 H Shares of £1.00 each (H Shares),

AND THAT the 3,522 B ordinary shares of £1.00 each in the capital of the Company held by Carole Ann Lunn shall remain designated as 3,522 B ordinary shares of £1.00 each but shall have the rights attaching to **B Shares** as set out in the in the articles of association of the Company, as adopted by resolution 2 below (**New Articles**).

In each case, the A Shares, the B Shares, the C Shares, the D Shares, the E Shares, the F Shares, the G Shares and the H Shares have the rights set out in the New Articles.

SPECIAL RESOLUTION

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THAT the draft articles of association attached to these Written Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Agreement

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

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

Signed:

.....
Catherine Anne Lunn

Date of signature:

2020

Registered holder of 7,500 B Ordinary Shares
of £1.00 each

x *Carole Ann Lunn*
.....
Carole Ann Lunn

Date of signature:

14 December

2020

Registered holder of 3,522 B Ordinary Shares
of £1.00 each

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.....

Roy Lunn

Date of signature: **14 December** 2020

Registered holder of 2,000 B Ordinary Shares of £1.00 each

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Andrew Lunn

Date of signature: **14 December** 2020

Registered holder of 1,657 B Ordinary Shares of £1.00 each

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James Lunn

Date of signature: 2020

Registered holder of 281 B Ordinary Shares of £1.00 each

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Trustees of Andrew Lunn Settlement 2009

Date of signature: **14 December** 2020

Registered holder of 565 B Ordinary Shares of £1.00 each

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Trustees of James Lunn Settlement 2009

Date of signature: 2020

Registered holder of 566 B Ordinary Shares of £1.00 each

Trustees of Heather Bennett Settlement 2009

Date of signature: **14 December** 2020

Registered holder of 847 B Ordinary Shares of £1.00 each

.....

Roy Lunn

Date of signature: 2020

Registered holder of 2,000 B Ordinary Shares of £1.00 each

.....

Andrew Lunn

Date of signature: 2020

Registered holder of 1,657 B Ordinary Shares of £1.00 each

.....

James Lunn

Date of signature: 2020

Registered holder of 281 B Ordinary Shares of £1.00 each

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Trustees of Andrew Lunn Settlement 2009

Date of signature: *14 December* 2020

Registered holder of 565 B Ordinary Shares of £1.00 each

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R g Brown.

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R g Brown.

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Trustees of James Lunn Settlement 2009

Date of signature: *14 December* 2020

Registered holder of 566 B Ordinary Shares of £1.00 each

Trustees of Heather Bennett Settlement 2009

Date of signature: *14 December* 2020

Registered holder of 847 B Ordinary Shares of £1.00 each

NOTES

- A. You can choose to agree to each of the Resolutions or neither of them, but you cannot agree to only one. If you agree with the Resolutions, please indicate your agreement by signing above, dating your signature where indicated and returning it to the Company either by hand or by pre-paid first class post to Knights plc, 10 Wellington Place, Leeds, LS1 4AP (reference A Bradley) or by email to andrew.bradley@knightsplc.com and put "Jack Lunn (Holdings) Limited" in the subject line of the email. 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.
- B. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- C. Unless, by 5.30pm on the date falling 28 days after the date of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement is submitted by that time.
- D. If you are signing the Resolutions 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.