

Company No. 14518908

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

Floral Street 1979 Limited (the "Company")

27 January 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 below is passed as a special resolution and resolutions 2 to 5 (inclusive) below are passed as ordinary resolutions of the Company (together, the "**Resolutions**").

Special Resolution:

1. **THAT** the draft articles of association attached to this resolution (the "**New Articles**") be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

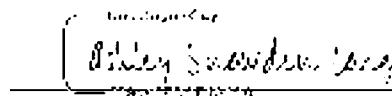
Ordinary Resolutions:

2. **THAT**, subject to the passing of resolution 1, the one Ordinary Share of £1.00 in the capital of the Company be and is reclassified as one C Ordinary Share of £1.00 in the capital of the Company having the rights set out in the articles of association to be adopted by the Company in resolution 1.
3. **THAT**, the purchase by the Company of 20,860 A Ordinary Shares of £1.00 each in the capital of Colston Property Partners Limited ("**CPP**") pursuant to the terms of a sale and purchase agreement from Sir Paul Brierley Smith, being a director of the Company, in consideration for the issue of 577 A Ordinary Shares of £1.00 each in the capital of the Company, be approved.
4. **THAT**, the purchase by the Company of 10,232 B Ordinary Shares of £1.00 each in the capital of CPP pursuant to the terms of a sale and purchase agreement from Lady Pauline Denyer Smith, being a director of the Company, in consideration for the issue of 283 B Ordinary Shares of £1.00 each in the capital of the Company, be approved.
5. **THAT**, the purchase by the Company of 5,043 C Ordinary Shares of £1.00 each in the capital of CPP pursuant to the terms of a sale and purchase agreement from Paul Smith's Foundation, being a person connected with the directors of the Company, in consideration for the issue of 139 C Ordinary Shares of £1.00 each in the capital of the Company, be approved.

Important:

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

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



Paul Smith's Foundation, acting by Ashley Snowden Long a director

Date: 27 January 2023