

Company Number: 04012032

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

POWERFORCE DISTRIBUTION LIMITED

(the "Company")

Circulation Date – 3 August 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, in the case of resolutions 1 to 3, having effect as ordinary resolutions and in the case of resolution ~~Error! Reference source not found.~~, having effect as a special resolution (the "Resolutions").

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ORDINARY RESOLUTIONS

1. **THAT** the execution, delivery and performance by the Company of the documents listed in the Appendix to which it is a party (the "**Documents**") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved.
2. **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors.
3. **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.


SPECIAL RESOLUTIONS

4. **THAT** the draft articles of association attached to these Resolutions be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned was at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions.



For and on behalf of
Sutton Venture Group Limited

3 August 2022
Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - **Post:** returning the signed copy by post to Samantha Poulton at Pinsent Masons LLP, 3 Hardman Street, Manchester, M3 3AU; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Samantha.Poulton@pinsentmasons.com. Please enter "Written resolutions dated []" in the e-mail subject box.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
6. If you are signing this document 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.

Appendix

Document	Parties (amongst others)
Debenture	(1) Sutton Venture Group Limited (2) HSBC Invoice Finance (UK) Limited
Debenture	(1) Clearco Specialists Limited (2) HSBC Invoice Finance (UK) Limited
Debenture	(1) Powerforce Distribution Limited (2) HSBC Invoice Finance (UK) Limited
Legal charge	(1) Sutton Venture Group Limited (2) HSBC UK Bank plc
Second ranking legal charge	(1) R K Wholesale Limited (2) HSBC Invoice Finance (UK) Limited
Share charge over shares in Sutton Venture Group Limited	(1) Susan Sutton (2) HSBC UK Bank plc
Share charge over shares in Sutton Venture Group Limited	(1) Robert Sutton (2) HSBC UK Bank plc
Share charge over shares in Powerforce Distribution Limited, R K Wholesale Limited, Clearco Specialists Limited and 80% share in Sourcing Partner Limited	(1) Sutton Venture Group Limited (2) HSBC UK Bank plc
Share charge over 20% share in Sourcing Partner Limited	(1) Christopher Sillitoe (2) HSBC UK Bank plc
Share charge over shares in Swan Products Limited	(1) Robert Wileman (2) HSBC UK Bank plc
Share charge over shares in Swan Products Limited	(1) Paul Simpson (2) HSBC UK Bank plc
Assignment of of Contract Monies in favour HSBC UK Bank plc	(1) R K Wholesale Limited (2) HSBC UK Bank plc
Assignment of of Contract Monies in favour HSBC UK Bank plc	(1) Swan Products Limited (2) HSBC UK Bank plc

Assignment of of Contract Monies in
favour HSBC UK Bank plc

(1) Sourcing Partner Limited

(2) HSBC UK Bank plc