

**PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

**WRITTEN RESOLUTION**

**of**

**READIE TRUSTEE LIMITED**  
**Company Number 13272697**  
**(the Trustee)**

**Circulation Date:** .....19 March.....2021

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

**SPECIAL RESOLUTION**

1. **IT IS HEREBY RESOLVED THAT:** Glenn Stuart Read and Paul Michael Stephens, (**Directors**) may continue to be Directors of the Trustee and be interested in the **Conflict Matters** (as defined in the accompanying board resolution of the Company) notwithstanding the following:
  - 1.1 the proposed acquisition of the entire issued share capital of Readie Management Limited (the **Shares**), from Glenn Stuart Read, Paul Michael Stephens, David Ian Stephens, Jessica McCarthy, Kevin Pickton, William Michael Lee, Lee Forster, Lee Thomas Chalk and Lee Gary Ashdown, by the Company (as trustee of the employee trust known as the "Readie Group Employee Ownership Trust" (the **Trust**) pursuant to a share purchase agreement (**SPA**);
  - 1.2 the receipt of the initial Trust fund of £10 as a cash gift from Readie Management Limited; and
  - 1.3 the receipt of a cash gift from Readie Management Limited to enable the Company to meet its obligation to pay the necessary stamp duty for the Shares;
2. Otherwise arising as a result of any of the Directors being:
  - 2.1 a director or shareholder of Readie Management Limited;
  - 2.2 a director of Readie Management Limited's wholly owned subsidiary Readie Construction Limited;

- 2.3 a party to the SPA;
  - 2.4 David Ian Stephens being brother to Paul Michael Stephens, a director of the Company and party to the SPA;
  - 2.5 a director/member of the Company;
  - 2.6 an employee of Readie Management Limited and/or Readie Construction Limited; and/or
  - 2.7 potential beneficiaries of the Trust.
- 3. The Directors shall not, by reason of their office or employment or other interest, be accountable to the Company for any benefit which they derive from such office or employment or other interest.
  - 4. The Directors shall not infringe their duty to avoid a situation in which they have, or may can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such office or employment or other interest.
  - 5. The Directors shall not be required to disclose to the board or to any officer or employee of the Company, or use in performing their duties as a director of the Company, any information relating to such office or employment or other interest if such a disclosure or use would result in a breach of a duty of confidentiality owed by them to a third party.
  - 6. All of the Directors shall be permitted to be counted as participating in any meeting of directors of the Company for quorum and voting purposes, notwithstanding that they are interested in the actual/proposed above matters/arrangements with the Company in relation to the same.

## **AGREEMENT**

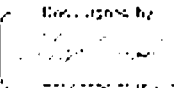
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the members entitled to vote on the Resolution on the date set out above, irrevocably agree to the Resolution:

EXECUTION

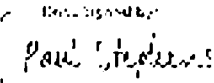
Signed by  
**GLENN STUART READ**

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Signed by  
**PAUL MICHAEL STEPHENS**

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## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - 1.1 **By hand:** delivering the signed copy to Ozan Zorba at Birketts LLP, Brierly Place, 160-162 New London Road, Chelmsford CM2 0AP
  - 1.2 **Post:** returning the signed copy by post to Ozan Zorba at Birketts LLP, Brierly Place, 160-162 New London Road, Chelmsford CM2 0AP
  - 1.3 **Email:** by attaching a scanned copy of the signed document to an email and sending it to [ozan-zorba@birketts.co.uk](mailto:ozan-zorba@birketts.co.uk). Please type "Directors Conflicts Written Resolution: Readie Trustee Limited" in the email subject box.
2. 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
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.