

COMPANY NUMBER NI 635402

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF HOWDEN ENTERPRISES LTD (the "Company")

CIRCULATION DATE: 28 February 2024  
(the "Circulation Date")



It is proposed that the following resolutions be passed as special resolutions by way of written resolutions pursuant to Chapter 2 of Part 13 of The Companies Act 2006:

#### **SPECIAL RESOLUTIONS**

1. **THAT** the directors of the Company be authorised and directed to execute and enter into:
  - (a) a debenture containing fixed and floating charges over the assets of the Company, which are held in Northern Ireland, by the Company in favour of Growth Finance Fund LP;
  - (b) a debenture containing fixed and floating charges over the assets of the Company, which are held in Northern Ireland, by the Company in favour of NI Growth Loan Fund II LP;
  - (c) a debenture containing fixed and floating charges over the assets of the Company, which are held in England, by the Company in favour of Growth Finance Fund LP;
  - (d) a debenture containing fixed and floating charges over the assets of the Company, which are held in England, by the Company in favour of NI Growth Loan Fund II LP;
  - (e) a cross guarantee in respect of K Hughes Estates Ltd in favour of Growth Finance Fund LP;
  - (f) a cross guarantee in respect of K Hughes Estates Ltd in favour of the NI Growth Loan Fund II LP;
  - (g) a chattels mortgage between the Company and the Growth Finance Fund LP;
  - (h) a chattels mortgage between the Company and the NI Growth Loan Fund II LP;
  - (i) a deed of priority in respect of existing security granted by the Company;
  - (j) an officer's certificate certifying certain information about the Company,(together the "Finance Documents").
2. **THAT**, notwithstanding any limitation on the Company's powers or objects or any restriction (whether arising by virtue of a director's conflict or because of any limitation, prohibition or restriction whatsoever) the terms of, and the transaction contemplated by, each of the Finance Documents be approved.

3. **THAT** the actions of the Company and the directors of the Company in complying with each of the foregoing resolutions shall promote the success of the Company for the benefit of the shareholders as a whole and shall constitute (and be deemed to constitute for all purposes) a commercial benefit to the Company.

Please indicate your agreement to the resolution set out above by signing below.

Signed for and on behalf of  
**K. Hughes & Co. Limited**

 .....

Date

28 February 2024 .....

**Shareholding: 1 ordinary share of £1.00**

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating where indicated above and returning the signed copy to the Company using one of the following methods:
  - By hand:** delivering the signed copy to Lewis Silkin (NI) LLP, 32 – 38 Linenhall Street, Belfast BT2 8BG.
  - By post:** returning the signed copy by post to Lewis Silkin (NI) LLP, 32 – 38 Linenhall Street, Belfast BT2 8BG.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [leigh.taylor@lewissilkin.com](mailto:leigh.taylor@lewissilkin.com). Alternatively, you may confirm in the text of an e-mail that you agree to the Resolution and send it to: [leigh.taylor@lewissilkin.com](mailto:leigh.taylor@lewissilkin.com). Please enter "Written Resolution" in the e-mail subject box.

**Electronic Signature:** by signing the document electronically where the option is made available to you.

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 within 28 days from the Circulation Date 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 its before or during this date.
5. In the case of joint holders if shares, only the vote of the senior hold 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.