

Company number: 05111595

3

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AUK Supplies Limited ("**Company**")

Date 20 JUNE 2019

MONDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed ("**Resolution**").

**RESOLUTION**

THAT the entire issued share capital of the Company be transferred to Brookside Group Limited and that the Company will become a wholly owned subsidiary of Brookside Group Limited and that the consideration for such transaction be satisfied by the issue of:

- 100 ordinary shares of £1.00 each;
- 1 A ordinary share of £1.00;
- 1 B ordinary share of £1.00;
- 61,500 C preference shares of £1.00 each;
- 4 D preference shares of £1.00 each; and
- 403,148 E preference shares of £1.00 each

in the capital of Brookside Group Limited to Michael Besley ("**MB1**"), Erica Besley ("**EB**"), Adrian Besley ("**AB1**"), Matthew Besley ("**MB2**") and Anne Besley ("**AB2**") such that they each hold:


	£1 ordinary shares	£1 ordinary A share	£1 ordinary B share	£1 Preference C shares	£1 Preference D shares	£1 Preference E shares
MB1	40		1			
EB	40	1				
AB1	10					
MB2	10					
AB2				61,500	4	403,148
<b>Total</b>	<b>100</b>	<b>1</b>	<b>1</b>	<b>61,500</b>	<b>4</b>	<b>403,148</b>

Is hereby agreed.

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

The undersigned, a person entitled to vote on the above resolution on 20 JUNE 2019 hereby irrevocably agrees to the Resolution:


Signed by Michael Besley



Date:

20 JUNE 2019

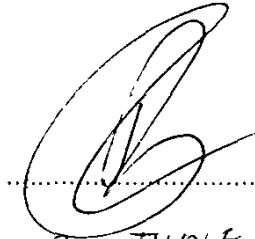
Signed by Erica Besley



Date:

20 JUNE 2019

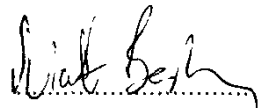
Signed by Adrian Besley



Date:

20 JUNE 2019

Signed by Matthew Besley



Date:

20 JUNE 2019