

Company No. 05776770

Written Resolutions of Regrowth Holdings Limited (the "Company")

Circulation Date: 1 APRIL 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), it is proposed that the following ordinary resolution and special resolution (the "Resolutions") be passed:

Ordinary Resolution

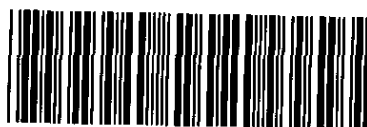
1. **THAT** the 8 A ordinary shares of £1.00 each in the capital of the Company held in the name of Zane Etherington be redesignated as 8 C ordinary shares of £1.00 each to carry the rights and restrictions set out in the articles of association of the Company.
2. **THAT**, pursuant to the provisions of section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £158 in respect of 158 F ordinary shares of £1 each in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company expire on the date falling five years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

3. **THAT**, subject to the passing of the resolution 2 above and in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall:
 - 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £158 in respect of 158 F ordinary shares of £1 each in the capital of the Company; and
 - 3.2 expire on the date falling five years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
4. **THAT** the articles of association contained in the document attached to this resolution be 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.

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions:



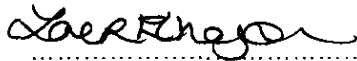
R.A. 

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Robin Etherington

Date: 1 APRIL 2019

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Peter Clark

Date: 2019



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Zane Etherington

Date: 2019

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Mary Clark

Date: 2019

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Director for and on behalf of Benchmark Limited

Date: 2019

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Robin Etherington

Date: 2019



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Peter Clark

Date: 1 APRIL 2019

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Zane Etherington

Date: 2019



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Mary Clark

Date: 1 APRIL 2019

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Director for and on behalf of Benchmark Limited

Date: 2019

Robin Etherington

Date: 2019

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Peter Clark

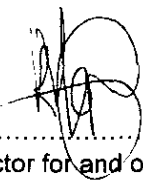
Date: 2019

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Zane Etherington

Date: 2019

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Mary Clark

Date: 2019


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Director for and on behalf of Benchmark Limited

Date: 1 APRIL 2019

NOTES:

1. If you agree to 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:
 - **By hand:** delivering the signed copy to Lara Jones, 2nd Floor Commercial Wharf, 6 Commercial Street, Manchester, M15 4PZ.
 - **Post:** returning the signed copy by post to Lara Jones, 2nd Floor Commercial Wharf, 6 Commercial Street, Manchester, M15 4PZ.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Lara.Jones@beyondcorporate.co.uk. Please enter "Written resolution dated [circulation date]" in the e-mail subject box.
2. If you do not agree to the Resolutions, you do not need to do anything and 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. The Resolutions will lapse at the end of the period of 28 days beginning with the circulation date (unless a different period is specified in the articles). If you agree to the Resolutions, please ensure that your agreement reaches the Company 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 of the Company.
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.