

COMPANY NUMBER: 03977034

SPECIAL RESOLUTIONS

OF

HARROGATE GROUP PLC (Company)

Passed on 6 July 2020

THURSDAY



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COMPANIES HOUSE

At the annual general meeting of the Company duly convened and held on 6 July 2020 at 10am, the following resolutions were duly passed as special resolutions.

1. AMENDING THE ARTICLES OF ASSOCIATION TO REMOVE AUTHORISED SHARE CAPITAL

THAT, with effect from the conclusion of the meeting at which this Resolution is considered the articles of association of the Company be amended by deleting article 5 (*Capital*), article 8 (*Allotment of Shares*) article 9 (*Allotment of Shares*), article 50 (*Increase of Capital*), article 51 (*Increase of Capital*), and regulation 6 (*Capital*) of the Company's memorandum of association (which now forms part of the Company's articles), and all cross-reference throughout the articles shall be updated accordingly.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash and pursuant to the authority conferred on them by Resolution 6 contained in the Notice of the Annual General Meeting of the Company of which this Resolution forms part as if section 561(1) of the 2006 Act and article 51 of the Company's articles of association did not apply to any such allotment, provided that the power conferred by this Resolution shall:

(a) be limited to the allotment of equity securities to any person up to the aggregate nominal amount of £5,500,000;

(b) expire on the date falling 15 months after the date of the passing of this Resolution, or if earlier, at the conclusion of the next Annual General Meeting of the Company (unless previously varied, revoked or renewed by the Company in general meeting), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and

(c) all prior powers granted under section 570 of the 2006 Act or section 95 of the Companies Act 1985 be revoked provided that such revocation shall not have retrospective effect.

Signed..........

Chair of the meeting