

DE LA RUE HOLDINGS LIMITED
Company Number: 00058025
(the "Company")

THURSDAY



WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY PURSUANT TO
SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 26 June 2023

DLR (No. 1) Limited, being the sole member of the Company hereby resolves pursuant to section 288 of the Companies Act 2006 that the following written resolutions proposed by the directors of the Company be passed as ordinary and special resolutions (as applicable):

Ordinary resolutions

1. THAT entry into and performance by the Company of the following documents, and execution of such documents by any of the directors, as may be required, with such further amendments as the board of directors consider necessary and desirable, the terms thereof and the transactions contemplated thereby, be and are hereby approved:
 - (A) an amendment and restatement agreement to be entered into by (amongst others) the Company, Global Loan Agency Services Limited as agent (the "**Agent**") and GLAS Trust Corporation Limited as security agent (the "**Security Agent**") (the "**Amendment Agreement**") to amend and restate an existing revolving facility agreement, originally dated 12 June 2012, between (amongst others) the Company (in its capacity as an Original Borrower and an Original Guarantor), Barclays Bank plc, HSBC UK Bank plc, Lloyds Bank plc, Banco Santander, S.A., London Branch, The Royal Bank of Scotland plc and the Governor and Company of the Bank of Ireland (as Lenders) and the Agent, as amended and restated from time to time, including on 19 March 2015 and on 17 June 2020, as further amended on 14 July 2020, as amended and restated on 25 March 2021 and 17 November 2022 (the "**Existing Facility Agreement**");
 - (B) an English law governed debenture between (amongst others) the Company (in its capacity as an Original Chargor) and the Security Agent, under which the Company will grant security over its material assets (including, where applicable, shares in certain of its subsidiaries) in favour of the Security Agent (the "**Debenture**");
 - (C) an intercreditor agreement between (amongst others) the Company and the Security Agent (the "**Intercreditor Agreement**") to set out the priority of the security granted by the Group as between certain creditors of the Group (including the Lenders under the Existing Facility Agreement, Xport Finance Ltd and the trustee of the Group's pension scheme) and the order in which such creditors receive the proceeds of enforcement of the security granted by the Group (the "**Intercreditor Agreement**"); and
 - (D) a pension security agent appointment agreement to be entered into by the Company, the Security Agent and De La Rue Pension Trustee Limited as trustee (the "**Security Agent Appointment Agreement**");

the Amendment Agreement, the Debenture, the Intercreditor Agreement, and the Security Agent Appointment Agreement being together referred to as the "Documents"; and

(E) any other documents and performance of all other acts or things as may be necessary to either (a) give effect to the Documents or which might otherwise be desirable in connection therewith or (b) give effect to the transactions contemplated by the Documents or which might otherwise be desirable in connection therewith.

2. THAT the execution, delivery and performance of the Documents and the transactions contemplated thereby will promote the success of the Company for the benefit of its members as a whole and are in the best interests and for the commercial benefit of the Company.

Special resolutions

3. THAT the articles of association of the Company be amended such that Article 31(5) is deleted in its entirety, and replaced with the following Article 31(5):

"Subject to Article 31(6), the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent."

4. THAT the articles of association of the Company be amended by the insertion of a new Article 31(6) in the following terms:

"Notwithstanding anything contained in these Articles,

- a) the directors of the Company shall not decline to register, nor suspend registration of any transfer of shares:
 - i where such transfer is to any person, trust, bank, institution, fund or financial institution which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets (including any nominee, affiliate, agent, trustee, nominee or other entity acting on behalf of, such person, bank, institution, fund or financial institution) (a **Secured Party**) to whom those shares have been charged or mortgaged or purported to be charged or mortgaged (the **Mortgagee**);
 - ii where such transfer is delivered to the Company for registration by a Secured Party to perfect its security interest over such shares;
 - iii where such transfer is executed by a Secured Party either under the power of sale or any other power under the mortgage or charge by way of security or any other power in the document pursuant to which such security interest over such shares is created;
 - iv where such transfer is executed by a receiver, manager or administrator appointed by or on behalf of any Secured Party under such mortgage or charge

by way of security or otherwise under any such document creating such security interest over such shares; or

v where the transfer otherwise arises from the enforcement of the Mortgagee's rights in or to the shares; and

b) any lien on any shares which the Company has, shall not apply to any shares which have been mortgaged or charged by way of security to a Secured Party or otherwise proposed to be transferred under this article to any other person."

5. The existing articles of association of the Company shall be renumbered accordingly.



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For and on behalf of
DLR (No. 1) Limited as sole shareholder

Dated: 26 June 2023

**INFORMATION REQUIRED TO COMPLY WITH
SECTION 291(4) OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 26 June 2023 (the “**Circulation Date**”).
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies its agreement to a proposed written resolution when the Company receives from it (or someone acting on its behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating the member's agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
 - (E) The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 of the Companies Act 2006).