

Company No. 00885456

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION****OF****BBA OVERSEAS HOLDINGS LIMITED (the Company)**

Circulation Date: 12 December 2023

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

**Ordinary resolution**

**"THAT**, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the **Rights**) up to an aggregate nominal amount of GBP 587,952,246.65 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities."

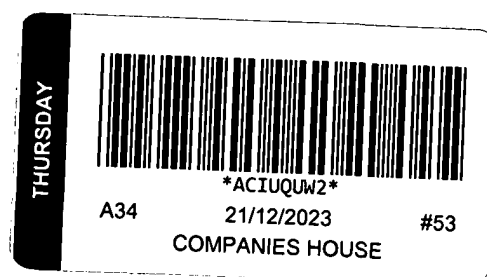
**AGREEMENT**

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 Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

**Signed for and on behalf of**  
**BBA HOLDINGS LIMITED**

DocuSigned by:  
*John Angus Smith*  
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Date: 12 December 2023



**NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the officers of the Company".
- 2 If you do not agree with 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 sufficient agreement for the Resolution to be passed has been received by the date 28 days from the circulation date it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.
- 5 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.