

Company number: 00914137

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SUTTONS INTERNATIONAL LIMITED
(the "Company")



Circulation Date: 10 October 2023

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as a special resolution of the Company:

SPECIAL RESOLUTION

THAT the Company's articles of association be amended by the insertion of a new article 30 immediately after the existing article 29 as follows:

"30 Disapplication of pre-emption rights, directors' discretion to refuse to register a transfer of shares and liens

30.1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

30.1.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise

howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

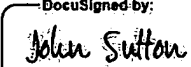
30.1.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 30.1.1(a) above).

30.2 No lien shall apply any shares held by a Secured Institution (as defined Article 30.1.1(a) above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

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

The undersigned, being the persons eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to those resolutions.

DocuSigned by:

543E2B369C934EA
Thomas Cradley Limited

Date: 10 October

NOTES:

1 If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the Company's registered address; or
- **Post:** returning the signed copy by post to the Company's registered address.

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.

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 3 The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that date.
- 4 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.