

Company number: 01848089

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ELLERMAN INVESTMENTS LIMITED
(“COMPANY”)

Circulated on 7 September 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below (**“Resolution”**) is passed as a special resolution of the Company:

SPECIAL RESOLUTION

1. ADOPTION OF ARTICLES OF ASSOCIATION

THAT the draft articles of association attached to these Resolutions be and are hereby adopted as the Company’s articles of association in substitution for and to the exclusion of the existing articles of association.

AGREEMENT

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

The undersigned, being the shareholders of the Company entitled to vote on the Resolution on the circulation date, hereby irrevocably agree to the Resolution.

SIGNED
for and on behalf of
B.UK. LIMITED

)
)
) Signature. 
)
) Name: Stephen Welch
)
) Title: Director
)
) Date. 7. September 2023

SIGNED
for and on behalf of
MICHAEL SEAL

)
)
) Signature.....
)
)
) Date.....

Notes:

1. If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by (i) delivering it by hand or by posting it to the Company, marked for the attention of the directors, or (ii) emailing it to Laura Antuna-Ortega (LAntunaOrtega@goodwinlaw.com).
2. A member's agreement to a written resolution, once signified, may not be revoked.
3. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
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.
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.

Appendix

Articles of Association