

Company Number: 02665377

**The Companies Act 2006**

**Print of Written Resolution – Private Company Limited by Shares**

**The Hesley Group Limited**

(the "**Company**")

Passed on: 2 November 2023

In accordance with the written resolution procedure in Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was duly passed as a special resolution:

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended by deleting Article 9.2 in its entirety and with the following new Article inserted in its place:

"9.2 Notwithstanding anything contained in these Articles or otherwise:

(a)

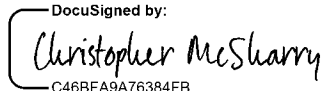
- (i) any rights of existing members to receive notice, any right of pre-emption to any share in the Company, or any right to have any share transferred to any of the existing members whether for consideration or not, shall not apply to any transfer of shares; and
- (ii) the directors of the Company shall not decline to register any transfer of shares, nor may they delay registration of any transfer of shares,

where in each case the shares have been mortgaged or charged by way of security and:

- (A) such transfer is to any person, bank or institution to whom such shares have been mortgaged or charged by way of security (whether in its own capacity, or as agent or trustee or otherwise) (a "**Secured Party**"), or to any nominee of such Secured Party;
- (B) such transfer is delivered to the Company for registration by a Secured Party or its nominee to perfect its security interest over such shares;
- (C) such transfer is executed by a Secured Party or its nominee either under the power of sale or any other power under the security document purporting to create the security interest over such shares (the "**Security Document**");
- (D) such transfer is executed by a receiver or manager appointed by or on behalf of any Secured Party or its nominee under the Security Document; or
- (E) where the Secured Party has consented to the transfer as a condition of the release of its security interest over such shares; and

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- (b) the Company shall have no lien on any share which is subject to a mortgage or charge in favour of another person, or which could otherwise be transferred under this Article to any other person.
- 9.3 A certificate executed by, in the case of Article 9.2(a)(A), 9.2(a)(B), 9.2(a)(E) and 9.2(b) above, the Secured Party to which or whom such security interest has been or is being granted, or an official of such Secured Party, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such fact.
- 9.4 A certificate executed by, in the case of Article 9.2(a)(C) above, the Secured Party to which or whom such security interest has been or is being granted, or an official of such Secured Party, and in the case of 9.2(a)(D) above the receiver appointed as above, certifying that such transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.
- 9.5 For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state, or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

DocuSigned by:  
  
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Director