

Company number 02701633

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
SHEARWATER INSURANCE SERVICES LIMITED (Company)**

Circulation date: 31 December 2021 **(Circulation Date)**

Under Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolutions below be passed as a special resolution and an ordinary resolution of the Company (the **Resolutions**).

SPECIAL RESOLUTION

1. THAT, the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

2. THAT, the existing ordinary B shares of £1.00 each in the capital of the Company be redesignated as ordinary A shares of £1.00 each in the capital of the Company having the rights and being subject to the obligations set out in the articles of association of the Company to be adopted pursuant to resolution 1 above.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by Michael Bruce

For and on behalf of
GRP RETAIL HOLDCO LIMITED

Date

31 December 2021

M Bruce



NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By Hand:** Deliver the signed copy to Callum Kirk at DMH Stallard LLP, Wonersh House, Old Portsmouth Rd, Guildford, Surrey GU3 1LR.
- **Post:** Return the signed copy by post to Callum Kirk at DMH Stallard LLP, Wonersh House, Old Portsmouth Rd, Guildford, Surrey GU3 1LR.
- **Email:** Attach a scanned copy of the signed document to an email and sending it to callum.kirk@dmhstallard.com. Please enter "Written resolution" in the email subject box.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless, within the period of 28 days beginning with the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this 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.

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**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
SHEARWATER INSURANCE SERVICES LIMITED (Company)**

On 31 December 2021 the following special resolution and ordinary resolution were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006.

SPECIAL RESOLUTION

1. THAT, the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

2. THAT, the existing ordinary B shares of £1.00 each in the capital of the Company be redesignated as ordinary A shares of £1.00 each in the capital of the Company having the rights and being subject to the obligations set out in the articles of association of the Company to be adopted pursuant to resolution 1 above.



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Director