

Company Number: 02986720

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

GUILDFORD PORTFOLIOS LIMITED (THE "COMPANY")

The directors of the Company propose the following resolution (the "**Resolutions**") to be passed as a written resolution of the shareholders of the Company under Chapter 2 of Part 13 Companies Act 2006. The first Resolution is proposed as an ordinary resolution and the second and third resolutions are proposed as special resolutions.

ORDINARY RESOLUTION

1 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**"), the directors of the Company (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 ("**Rights**") up to an aggregate nominal amount of £754.92 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution 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.

SPECIAL RESOLUTIONS

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £754.92; and
- 2.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the

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Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and

- 2.3 any pre-emption rights in relation to the issue and allotment of any equity securities as set out in the new Articles of Association as adopted pursuant to Resolution 3 are suspended for the purposes of the issue and allotment of the equity securities referred to in 2.1 above.

3 NEW ARTICLES

THAT with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairperson 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.

Circulation date: 12th February 2021

The Resolution will lapse if not passed before the end of the period of 28 days beginning with the circulation date.

AGREEMENT

We, the undersigned, being the members of the Company who are entitled to vote on the Resolution on the circulation date, hereby signify our agreement to the Resolutions.

Brendan G. Moynahan
BRENDAN G. MOYNAHAN/ DUNCAN
MACNAUGHTON/ PATRICE MOYNAHAN/(A/C
A L SHELLY MARITAL TRUST #2)

February 12, 2021
DATED

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand, fax, email or post to the Secretary, any director, the Company's solicitors or the registered office.

You may not return the Resolution to the Company by any other method.

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

3. Unless by 28 days from 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.