

Company No. 3163649

BINNIES UK LIMITED

(the "Company")

Written resolution of the Company pursuant to
s.281 and Part 13 Ch 2 Companies Act 2006

Date of circulation: 30 July 2021

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution, which is proposed as a special resolution. The undersigned, being all the holders of the issued shares of the Company who, at the date set out above, would be entitled to vote on this resolution, hereby agree pursuant to s.288 of the Companies Act 2006 to the passing of the following resolution by way of written resolution:

WRITTEN SPECIAL RESOLUTION

1. **THAT** the draft 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.
2. **THAT** this resolution shall have effect notwithstanding any personal interest of any of the Company's directors or any provisions of the Company's existing articles of association.

Agreement to written resolution

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

The undersigned, a person entitled on the date set out above to vote on the written resolution, hereby irrevocably agrees to the Written Special Resolution.

Sole Member

Alan Ryder

DocuSigned by:
Alan Ryder
5580C082F7624B8...

Signed by
(print name of signatory)
for and on behalf of
Binnie & Partners Limited

Signature.....

Date: 30 July 2021



NOTES

Procedures for signifying agreement

1. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above.

Period for agreeing to written resolution

2. Unless, by the end of the period of 28 days from the date of this resolution sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

3. 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.