

Company Number: 03538605

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**THE KEYHOLDING COMPANY LIMITED (the "Company")**

**PRINT OF RESOLUTION PASSED AT A GENERAL MEETING OF THE 'A' SHAREHOLDERS**

At a General Meeting of the Company for the holders of Ordinary 'A' Shares of £0.01 each in the capital of the Company duly convened and held at 28 Kirby Street, London, EC1N 8TE on 14<sup>th</sup> December 2023 at 15:30, the following resolution was passed as a special resolution:


**SPECIAL RESOLUTION**

**"THAT** in accordance with section 630 of the Companies Act 2006, we the holders of the Ordinary 'A' Shares of £0.01 each in the capital of the Company hereby irrevocably consent to every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Ordinary 'A' Shares of £0.01 each as a class of shares which will or may be effected by the passing of the following resolutions proposed at an Annual General Meeting of the Company to take place immediately after this meeting:

*SPECIAL RESOLUTIONS*

1. ***THAT**, subject to the consent of the holders of the Ordinary 'A' Shares of £0.01 each in the capital of the Company in accordance with section 630 of the Companies Act 2006 (the "**Act**"), the entire issued Ordinary 'A' Shares of £0.01 each in the capital of the Company be and are hereby redesignated as Ordinary Shares of £0.01 each, to rank parri passu with the existing Ordinary Shares of £0.01 each in the Company already in issue and having attached to them the rights and restrictions set out in the new articles of association of the Company to be adopted pursuant to Resolution 2.*
2. ***THAT**, subject to the consent of the holders of the Ordinary 'A' Shares of £0.01 each in the capital of the Company in accordance with section 630 of the Act, the draft regulations contained in the document tabled at the Meeting and attached to the Notice of General Meeting be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing version."*

Signed:

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Alistair Kennedy

Date: 9/1/2024