

Company number: 03574242

WRITTEN RESOLUTIONS
of
DF GROUP LIMITED (the “Company”)
A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 24 APRIL 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the “**Resolution**”).

SPECIAL RESOLUTION:

THAT the Company will undertake a reduction in its share capital (amounting to USD 609,086,031.70, consisting of share premium of USD 600,700,000 and aggregate nominal value of USD 8,386,030.70) by reducing the share premium amount attributable to the Company’s: (i) 53,200,002 ordinary shares of \$0.1576; (ii) 300 ordinary shares of \$1.5760; and (iii) 1,000 ordinary shares of \$1.2376 (being all of the outstanding share capital of the Company) by an aggregate amount of USD 600,000,000 (the “**Reduction Amount**”) (the “**Capital Reduction**”) for nil consideration by crediting the Reduction Amount to the distributable reserves of the Company, such that, following the Capital Reduction, the capital of the Company shall consist of (i) 53,200,002 ordinary shares of \$0.1576; (ii) 300 ordinary shares of \$1.5760; and (iii) 1000 ordinary shares of \$1.2376 with an aggregate share premium of USD 700,000.

AGREEMENT:

We, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

Signed by:

DocuSigned by:
Richard Well
651436C21C254C1...

Name:

On behalf of Ultra Electronics Holdings Limited

Date: 24 April 2023

IMPORTANT:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
 - deliver it by hand or send it by post to Christopher Weale, 30 St Mary Axe, London, EC3A 8AF; or
 - attach a scanned copy of the signed document to an email, enter “Written Resolution” in the subject line and send it to christopher.weale@kirkland.com; and
- ensure that the signed document is received by the Company within the period of 15 days after (and excluding) the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.

Note: Once given, your agreement may not be revoked.