

Company No: 04056191

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

GROSVENOR EUROPE LIMITED

(the "Company")

Circulation date: 25th January 2022

We, being the sole member who at the circulation date of these resolutions would have been entitled to vote on these resolutions, **RESOLVE**, in accordance with the Companies Act 2006 (the "Act") and the Company's articles of association, to pass the following resolutions which have been proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** in accordance with the procedure under section 618 of the Act, the 55,300,100 ordinary shares of €1.17 each in the issued share capital of the Company (the "**Existing Shares**") be sub-divided into 6,470,111,700 ordinary shares of €0.01 each (the "**Sub-divided Shares**"), the Sub-divided Shares having the same rights and restrictions as the Existing Shares.
2. **THAT** subject to resolution 1 being passed and in accordance with the procedure under section 618 of the Act, the Sub-divided Shares be consolidated into 64,701,117 ordinary shares of €1.00 each (the "**Consolidated Shares**"), the Consolidated Shares having the same rights and restrictions as the Sub-divided Shares.



AGREEMENT

The undersigned, persons entitled to vote on the resolutions as of the circulation date, hereby irrevocably agree to the resolutions.

Signed  _____

Name:

For and on behalf of **Grosvenor Estate Holdings**

Dated: 26 January 2022

NOTES:

1. These resolutions have been sent to the sole eligible member who would have been entitled to vote on the resolutions on this date. Only such eligible member (or persons duly authorised on its behalf) should sign these resolutions.
2. The eligible member can signify its agreement to the resolutions by signing the resolutions and by delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions by post to the Company director or by email.
3. These resolutions must be passed by 21 February 2022. If the resolutions are not passed by such date, they will lapse. The agreement of a member to these resolutions is ineffective if signed after this date.