

Written resolution

Company Number: 04099451

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS
of
MH (GB) LIMITED
(the Company)

Circulated on...23/12/2022..... (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

ORDINARY RESOLUTIONS

1. THAT, in accordance with paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No.8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the provision known as the "authorised share capital" which before 1 October 2009 was found in the company's memorandum of association and which, since that date, has been treated as part of the Company's articles of association and as setting the maximum amount of shares that may be allotted by the Company, is revoked.
2. THAT, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for and to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £4,190.70. This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of passing this Resolution except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of that offer or agreement as if the authority had not expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act to the extent not utilised at the date it is passed.

SPECIAL RESOLUTION

3. THAT in accordance with article 2.6 of the articles of association of the Company, the pre-emption rights in article 2.6 be waived in respect of any shares allotted or Rights granted pursuant to the authority in Resolution 2.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

**SIGNED by BRUCE MACTAVISH
HEPBURN**

Signature

Mr B Hepburn

Mr B Hepburn [Dec 24, 2022 10:33 GMT]

SIGNED by SYLVIA HEPBURN

Signature

SIGNED by JOHN COOMBER

Signature

SIGNED by PAUL SPENCER

Signature

SIGNED by STEPHEN SMITH
On behalf of **The SS/BPR 2022 Trust**

Signature

SIGNED by DAVID MARTIN

Signature

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

**SIGNED by BRUCE MACTAVISH
HEPBURN**

Signature

SIGNED by SYLVIA HEPBURN

Signature

SHepburn

SHepburn (Jan 4, 2023 10:50 GMT)

SIGNED by JOHN COOMBER

Signature

SIGNED by PAUL SPENCER

Signature

SIGNED by STEPHEN SMITH
On behalf of **The SS/BPR 2022 Trust**

Signature

SIGNED by DAVID MARTIN

Signature

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

**SIGNED by BRUCE MACTAVISH
HEPBURN**

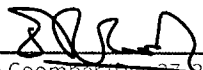
Signature

SIGNED by SYLVIA HEPBURN

Signature

SIGNED by JOHN COOMBER

Signature


John Coomber (Dec 27, 2022 15:13 GMT)

SIGNED by PAUL SPENCER

Signature

SIGNED by STEPHEN SMITH
On behalf of **The SS/BPR 2022 Trust**

Signature

SIGNED by DAVID MARTIN

Signature

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

**SIGNED by BRUCE MACTAVISH
HEPBURN**

Signature

SIGNED by SYLVIA HEPBURN

Signature

SIGNED by JOHN COOMBER

Signature

SIGNED by PAUL SPENCER

Signature



Paul Spencer (Dec 23, 2022 19:53 GMT+1)

SIGNED by STEPHEN SMITH
On behalf of **The SS/BPR 2022 Trust**

Signature

SIGNED by DAVID MARTIN

Signature

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by **BRUCE MACTAVISH
HEPBURN**

Signature

SIGNED by **SYLVIA HEPBURN**

Signature

SIGNED by **JOHN COOMBER**

Signature

SIGNED by **PAUL SPENCER**

Signature

SIGNED by **STEPHEN SMITH**
On behalf of **The SS/BPR 2022 Trust**

Signature

Steve Smith

Steve Smith (Jan 3, 2023 10:35 GMT)

SIGNED by **DAVID MARTIN**

Signature

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

**SIGNED by BRUCE MACTAVISH
HEPBURN**

Signature

SIGNED by SYLVIA HEPBURN

Signature

SIGNED by JOHN COOMBER

Signature

SIGNED by PAUL SPENCER

Signature

SIGNED by STEPHEN SMITH
On behalf of **The SS/BPR 2022 Trust**

Signature

SIGNED by DAVID MARTIN

Signature

David Martin

David Martin (Dec 28, 2022 09:08 GMT)

SIGNED by ROBERT BROWN

Signature
Robert Brown
Robert Brown (Dec 29, 2022 12:57 GMT)

SIGNED by DAVID HALL

Signature

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

Signature

SIGNED by HEIDI CARSLAW

Signature

SIGNED by MARK PARTINGTON

Signature

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

Signature
David S Hall
David S Hall (Dec 24, 2022 13:19 GMT)

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

Signature

SIGNED by HEIDI CARSLAW

Signature

SIGNED by MARK PARTINGTON

Signature

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

Signature

SIGNED by DENNIS MAHONEY

Signature
Dennis Mahoney
Dennis Mahoney (Dec 23, 2022 16:41 EST)

SIGNED by DEVI JOHAL

Signature

SIGNED by HEIDI CARSLAW

Signature

SIGNED by MARK PARTINGTON

Signature

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

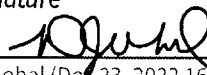
Signature

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

Signature


Devi Johal (Dec 23, 2022 16:13 EST)

SIGNED by HEIDI CARSLAW

Signature

SIGNED by MARK PARTINGTON

Signature

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

Signature

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

Signature

SIGNED by HEIDI CARSLAW

Signature
Heidi Carslaw
Heidi Carslaw (Dec 30, 2022 15:00 GMT)

SIGNED by MARK PARTINGTON

Signature

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

Signature

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

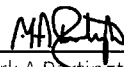
Signature

SIGNED by HEIDI CARSLAW

Signature

SIGNED by MARK PARTINGTON

Signature



Mark A Partington (Jan 3, 2023 15:32 GMT)

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

Signature

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

Signature

SIGNED by HEIDI CARSLAW


Signature

SIGNED by MARK PARTINGTON

Signature

SIGNED by MARK WINLOW

Signature



Mark Winlow (Dec 23, 2022 16:34 GMT)

SIGNED by MICHAEL BLANEY

Signature

SIGNED by ROBERT BROWN

Signature

SIGNED by DAVID HALL

Signature

SIGNED by DENNIS MAHONEY

Signature

SIGNED by DEVI JOHAL

Signature

SIGNED by HEIDI CARSLAW

Signature

SIGNED by MARK PARTINGTON


Signature

SIGNED by MARK WINLOW

Signature

SIGNED by MICHAEL BLANEY

Signature

 MICHAEL BLANEY (Dec 24, 2022 21:41 GMT)

Date on which Resolutions are passed.....23/12/2022.....

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 by hand or post to 22a St James's Square, London, SW1Y 4JH or
 - 1.2 by attaching a scanned copy of the signed document and sending it to Ian Glanville ianglanville@mactavishgroup.com; or
 - 1.3 by returning the DocuSign envelope containing the signed resolution if arranged with Annette Soeller, Legal & Compliance Manager to be sent to you in this way – you do this by clicking "Finish" after signing the resolution in DocuSign.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.
3. The Resolutions will lapse if sufficient agreement to them has not been received by the Company within 28 days of the Circulation Date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.