

Company Number 04858491

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WGSN LIMITED (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT the directors of the Company be generally and unconditionally authorised to convert 12,000,000 preference shares of £1 each (the "**Preference Shares**") into 6,000,000 new ordinary shares of £0.50 each and 9,000,000 deferred shares of £1 each, subject to and in accordance with the following procedure as specified in article 3(b) of the Company's articles of association (the "**Articles**");

- (A) consolidation of the Preference Shares into one share with a nominal value of £12,000,000 (the "**Initial Consolidated Share**");
- (B) the subdivision of the Initial Consolidated Share into 15,000,000 shares (the "**Sub-divided Shares**"); and
- (C) the reclassification of the Sub-divided Shares into:
  - (i) 6,000,000 new ordinary shares of £0.50 each, having the same rights of the ordinary shares; and
  - (ii) 9,000,000 deferred shares of £1 each, having no meaningful rights, save for the rights conferred on the 'A' ordinary shares in accordance with the Articles.

By order of the board:



Director

29 June 2023

Date

#### INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 29 June 2023 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
  - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his agreement to the resolution.
  - (B) The document must be sent to the company in hard copy form or in electronic form.
  - (C) A member's agreement to a written resolution, once signified, may not be revoked.
  - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

**AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION**

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with Section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.



For and on behalf of **ASCENTIAL  
FINANCING LIMITED**

29 June 2023

Date