

Pearl Group Holdings (No.2) Limited
Company Number: 05282342
Private Company Limited By Shares
(the 'Company')

WRITTEN SPECIAL RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

Circulated on 14 February 2022 (*the Circulation Date*)

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**") and that the Resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

THAT the Articles of Association, in the form of the print attached to this Resolution, be adopted with immediate effect as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

Phoenix Life Holdings Limited being the sole member of the Company and entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

DocuSigned by:

F56D7821210E455.....

17 February 2022
Date:.....

Signed for and on behalf of
Phoenix Life Holdings Limited

NOTES

1. You can choose to agree to the Resolution or not. If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning the signed version via DocuSign.
2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution you may not revoke your agreement.
5. Unless, by the end of 28 days from the Circulation Date set out in the Written Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date. Agreement will be ineffective if received after this date.

