

**WRITTEN RESOLUTION OF THE MEMBERS**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**Of**

The sole member of LAGONDA GEORGE HOLDINGS LIMITED, a private limited company incorporated under the laws of England and Wales with company no. 05452202 (the "**Company**")

(Circulated on 12 November 2021)

**WRITTEN RESOLUTION**

**WHEREAS**, pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below (the "**Resolutions**") be passed by the eligible members of the Company (within the meaning of section 289(1) of the Companies Act 2006 ("**CA 2006**")).

**WHEREAS**, pursuant to section 642(2) of CA 2006, the directors of the Company have provided a copy of the solvency statement (the "**Solvency Statement**") in the prescribed form and containing the information set out in section 643 of CA 2006.

**WHEREAS**, in order to be effective, the Resolutions must be passed within 15 days of the date of the Solvency Statement.

**WE**, the undersigned, being the eligible member of the Company (within the meaning of section 289(1) of CA 2006) hereby **RESOLVE** and agree, pursuant to section 283 of CA 2006, that the Resolutions be passed as special resolutions, being for all purposes as valid and effective as if passed as special resolutions at a general meeting of the Company:

1. **THAT** the issued share capital of the Company be reduced by cancelling and extinguishing all but one of the issued A ordinary shares of 10p each, from 15,750,960 to 1 pursuant to a form SH19 to be filed at Companies House within 15 days of this Written Resolution being passed, and that the amount by which the share capital is so reduced be credited to the Company's distributable reserves (the "**Share Reduction**"); and
2. the directors of the Company be authorised to do all such things as are necessary to give effect to the aforementioned Share Reduction including:
  - a. to arrange all necessary and appropriate entries in the books and registers of the Company and filing with the Registrar of Companies including (without limitation) within 15 days of this Written Resolution being passed:
    - (i) a copy of this Written Resolution;
    - (ii) the signed Solvency Statement;
    - (iii) a statutory Form SH19; and
    - (iv) a statement of compliance by the directors confirming that the Solvency Statement was made not more than 15 days before the date on which this Written Resolution is passed and was provided to the sole member in accordance with section 642(2) of CA 2006.

## AGREEMENT

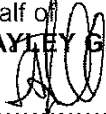
The undersigned, being those persons entitled to vote on the Resolutions on the date hereof, hereby irrevocably agree to the Resolutions being passed.

Signed by:



For and on behalf of

**PRINCIPAL HAYLEY GROUP LIMITED**



(Director)

Dated: 12th November 2021

Time: 12:55 pm