

Company No. 06249799

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

of

HOWDEN BROKING GROUP LIMITED

(the "Company") 21 April 2022 (the "Circulation Date")

We, the undersigned, being the persons who at the Circulation Date have the right to attend and vote at a general meeting of the Company, hereby irrevocably resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "2006 Act") and agree that the following resolutions (the "Resolutions", and each a "Resolution") shall for all purposes be as valid and effective as if they had been passed as at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

THAT, subject to completion of the acquisition of Hammersmith Topco Limited by Lagonda Holdco Limited ("Completion"), the new Articles of Association in the form annexed to this resolution (the "New Articles") are approved and, with effect from Completion, adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

ORDINARY RESOLUTIONS

THAT, conditional on Completion, in accordance with section 551 of the 2006 Act, in addition to any authority to allot shares they already hold, the directors of the Company are generally and unconditionally authorised to exercise any power of the Company to allot: (i) 30,969,024 B ordinary shares of £0.0001 each; (ii) 7,264,339 A1 ordinary shares of US\$1.00 each; and (iii) 261,092,700 preference shares of £0.01 each, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

AGREEMENT

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



The undersigned hereby irrevocably agrees to the Resolution.

DocuSigned by:
Mark Craig
OCF565102A78451...

For and on behalf of **HGH Midco 3 Limited**

Date: 21 April 2022

DocuSigned by:
Mark Craig
OCF565102A78451...

For and on behalf of **Hyperion Development UK Limited**

Date: 21 April 2022

Attachment

[Articles of Association]