

Company Number: 06302477

RESOLUTIONS IN WRITING

of

GHD GROUP HOLDINGS LIMITED
(the "Company")

Circulation Date: 10 March 2021

WE, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolution as a special resolution:

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended such that a new clause 22.3 is added as follows:

Notwithstanding anything to the contrary in the Articles, the provisions of Model Articles 54 to 62 (inclusive) do not apply to any shares which are subject to security in favour of any third party.

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions.

The undersigned being the sole eligible member of the Company entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to those resolutions above.



For and on behalf of Lion/Gloria Bidco Limited as sole shareholder of the Company

Signed: *Michael Hewett*
.....

Name: Michael Hewett
.....

Date: 24 March 2021

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
2. If you do not agree to all of the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.