

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**GHD GROUP HOLDINGS LIMITED**

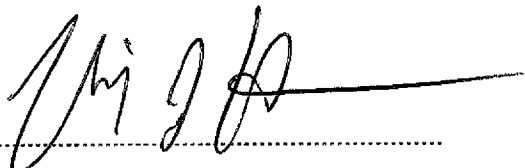
On 18 November 2021 the following special resolution was duly passed by the Company pursuant to section 288 of the Companies Act 2006.

**SPECIAL RESOLUTION**

THAT the share capital of the Company be reduced from:

- (a) £616,003 divided into
  - (i) 364,783 A Ordinary shares of £1.00 each;
  - (ii) 232,004 C1 Ordinary shares of £1.00 each
  - (iii) 19,214 C2 Ordinary shares of £1.00 each
  - (iv) 1 C3 Ordinary shares of £1.00 each
  - (v) 1 E Ordinary shares of £1.00 each; and
- (b) €240,600,000 Ordinary shares of €1.00 each (all of which have been issued and fully paid),

to £1.00 comprising of 1 fully paid A Ordinary share of £1.00 each, by cancelling and extinguishing in full 364,782 A ordinary shares of £1.00 each, 232,004 C1 Ordinary shares of £1.00 each, 19,214 C2 Ordinary shares of £1.00 each, 1 C3 Ordinary share of £1.00 each, 1 E Ordinary share of £1.00 each and 240,600,000 Ordinary shares of €1.00 each.



Director