

**The Companies Act 2006  
Company limited by shares**

**Written resolutions  
of  
FORZA DOORS LTD  
(the "Company")**

6 April **2023 (the Circulation Date)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("**Resolutions**") and we, the undersigned, being the eligible member (as defined by section 289 of the Companies Act 2006), signify agreement to and pass the below Resolutions.

Words and expressions defined in the Senior Facilities Agreement between (1) Novastone SF12 Bidco Limited as Original Borrower, (2) Westbrooke Alternative Asset Management UK Limited as Arranger, (3) the financial institution listed in part 2 of schedule 1 therein as Original Lender, (4) Global Loan Agency Services Limited as Agent and (5) Glas Trust Corporation Limited as Security Trustee dated on or around the date of these Resolutions shall have the same meaning when used in these Resolutions unless stated otherwise (the "**Senior Facilities Agreement**").

**Special Resolutions**

1. **THAT** the articles of association of the Company be amended by inserting new Articles 26 and 27 as follows:

**"26** *That, notwithstanding anything contained in these Articles:*

- (i) any rights of existing members to receive notice, any right of pre-emption to any share in the Company, or any right to have any share transferred to any of the existing members whether for consideration or not, shall not apply to any transfer of shares; and*
- (ii) the directors of the Company shall not decline to register any transfer of shares, nor may they delay registration of any transfer of shares, where in each case the shares have been mortgaged or charged by way of security and:*
  - (A) such transfer is to any person, bank or institution to whom such shares have been mortgaged or charged by way of security (whether in its own capacity, or as agent or trustee or otherwise) (a "**Secured Party**"), or to any nominee of such Secured Party;*
  - (B) such transfer is delivered to the Company for registration by a Secured Party or its nominee to perfect its security interest over such shares;*

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- (C) *such transfer is executed by a Secured Party or its nominee either under the power of sale or any other power under the security document purporting to create the security interest over such shares (the "**Security Document**");*
- (D) *such transfer is executed by a receiver or manager appointed by or on behalf of any Secured Party or its nominee under the Security Document; or*
- (E) *where the Secured Party has consented to the transfer as a condition of the release of its security interest over such shares; and*

**27** *the Company shall have no lien on any share which is subject to a mortgage or charge in favour of another person, or which could otherwise be transferred under this article to any other person."*

Important:

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

Signed:



**FOR AND ON BEHALF OF  
NOVASTONE SF12 MIDCO LIMITED**

6 April 2023

Date:

**IMPORTANT**

**Notes to shareholders about the proposed Written Resolutions**

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: by delivering the signed copy to Marriott Harrison LLP at 80 Cheapside, EC2V 6EE marked for the attention of Zoha Khalaj-Mehri.

By post: by returning the signed copy to Marriott Harrison LLP at 80 Cheapside, EC2V 6EE marked for the attention of Zoha Khalaj-Mehri.

DocuSign (or similar e-signature platform): by following the instructions contained in the envelope to complete your signing process.

By email: by attaching a scanned copy of the signed document to an email and sending it to [joshua.hartle@marriottharrison.co.uk](mailto:joshua.hartle@marriottharrison.co.uk) and [shaun.piesley@marriottharrison.co.uk](mailto:shaun.piesley@marriottharrison.co.uk). Please enter "Project Prime - Written Resolutions" in the e-mail subject box.

2. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.