

Certified to be a true copy of the original passed as a written resolution of the sole shareholder on 14 May 2021


M. A. Lonnon, Secretary

17 May 2021 (M. A. Lonnon)

Part 2: Written Resolution

Written Resolution under Companies Act 2006

Company number 07325119

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Phoenix Birmingham Latitude Limited (the "Company")

14 May 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

That:

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (B) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

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

The undersigned, the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

For and on behalf of TW Cavendish Holdings Limited

.....



Date

.....

NOTES

If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to Michael Lonnon, Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

Unless, by 11 June 2021¹, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

¹ The Lapse Date must be specified, as must a statement of how to signify agreement to the resolution: section 291(4) CA06. The Lapse Date will be the end of 28 days beginning with the Circulation Date unless a different date is specified in the articles: section 297 CA06.