

COMPANY NUMBER: 07480152

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
PRIORY GROUP NO. 1 LIMITED
(the Company)

The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 11 January 2022. A copy of the amended articles of association of the Company are appended to this written resolution.

SPECIAL RESOLUTION

THAT:

1. the articles of association of the Company be amended by:

a) the insertion in article 1 (Interpretation), prior to the definition "subsidiary:" in that article of the following new definition:

"Secured Party: means a lender, bank or other financial institution or any nominee of such lender bank or other financial institution"; and

b) the insertion of a new article 13 B, as follows:

"13.B TRANSFERS TO A SECURED PARTY

Notwithstanding anything otherwise provided in these articles, the directors shall not decline to register any transfer of shares (a "Transfer") nor suspend registration thereof where the relevant transfer is submitted duly stamped (if applicable) and:

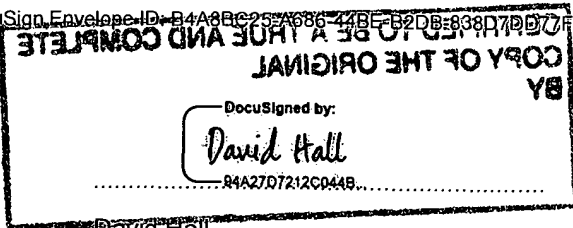
(a) where such Transfer is in favour of a Secured Party and the Transfer is contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Party; or

(b) where such Transferee is delivered to the Company for registration by or on behalf of a Secured Party in order to register the Secured party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or

(c) where such Transfer is executed by a Secured Party, or any third party transferee the Secured Party may in its absolute discretion select or any receiver (or similar officer), pursuant to the power of sale or the power under such security,

and a certificate by any officer of the Secured Party that the relevant Transfer is within sub-paragraphs (a), (b), or (c) above shall be conclusive evidence of that fact."





David Hall

Director of the Company

Date: 3/2/2022