

**Company number 07682858**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**Fidelis Contract Services Ltd**

**(Company)**

Circulation Date: 19 May 2022

Under 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 (**Resolution**).

**SPECIAL RESOLUTION**

1. THAT the articles of association of the Company be amended by inserting a new Article 18 as follows:

**"18. SECURED INSTITUTIONS**

Notwithstanding anything contained in these Articles, the directors may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to any such security;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (b) no Secured Institution or its nominee; and

- (c) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by Mark Braund  
for and on behalf of  
**REACT SC Holdings Limited**

DocuSigned by:  
*Mark Braund*  
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Date:

20 May 2022  
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## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - **By hand:** delivering the signed copy to the Company Secretary at the Company's registered office.
  - **Post:** returning the signed copy by post to the Company Secretary at the Company's registered office.
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [louise.grzasko@bpe.co.uk](mailto:louise.grzasko@bpe.co.uk).
  - **Electronically:** where this document has been sent to you via the DocuSign platform, by electronically signing and dating this document and submitting it via the DocuSign platform.

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.

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

3. Unless by the last day of the 28 day period beginning with the Circulation Date, sufficient agreement is 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.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.