

Registered Number: 08047343

THE COMPANIES ACTS
SC WALMGATE LIMITED

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 19 July 2023.

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended as follows by deleting Articles 9.1 to 9.3 and replacing them with the following text as the new Article 9:

“Notwithstanding anything contained in these articles or otherwise, the directors of the Company shall not refuse to register, nor suspend the registration of, any transfer of shares in the issued capital of the Company where such transfer is:

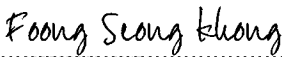
- (a) by or to a parent undertaking of the company;
- (b) to a bank, lender, fund, financial institution or other person to which or to whom such shares are transferred or charged by way of security (whether a lender, agent, security agent or trustee, or otherwise) (a “Secured Institution”), or to any nominee of such a Secured Institution;
- (c) delivered to the Company for registration by a Secured Institution, or its nominee, in order to perfect or consummate its security over such shares;
- (d) executed by a Secured Institution, or its nominee, pursuant to the power of sale or other power conferred in terms of its security over such shares; or
- (e) executed by any receiver or insolvency practitioner in the course of selling the shares which are the subject of such security.

Any pre-emption rights conferred upon any person by these articles of association or otherwise, and any other restriction on or conditions applicable to the transfer of shares contained in these articles of association or otherwise, shall not apply to any such transfer of shares by or to a Secured Institution or its nominee or by or to a parent undertaking.

Any present or future lien on shares which the Company has, whether arising in terms of these articles of association or otherwise, shall not apply in respect of any shares which have been charged by way of security to a Secured Institution, or its nominee, or which are transferred in accordance with these articles of association.

A certificate executed by a Secured Institution, or its nominee, to which such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security, shall be conclusive evidence of such a fact.

A certificate executed by the Secured Institution, or its nominee, or by a receiver or manager appointed by the Secured Institution, certifying that the aforementioned transfer has been executed in accordance with the provisions of these articles of association, shall be conclusive evidence of such a fact.”

DocuSigned by:

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Director
Date02 August 2023.....