
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SHAREHOLDER WRITTEN RESOLUTIONS
of
PORTHAVEN PROPERTIES NO 2 LIMITED
Company Number: 08167504
(the “Company”)

Circulation Date: 11 March 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the sole shareholder of the Company proposes that the following resolutions be passed as ordinary and special resolutions (the “**Resolutions**”):

SPECIAL RESOLUTIONS

1. **THAT**, the directors of the Company be authorised to create the class of deferred shares and to specify the prescribed particulars of such deferred shares in the articles of association of the Company (the “**Articles**”), with such rights, restrictions and conditions as detailed in Annex A attached hereto, and to provide the directors with the authority to allot deferred shares in accordance with section 551 of the Act.
2. **THAT**, subject to and conditional upon the passing of Resolution 3 below and in accordance with section 571 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 3, as if the pre-emption rights in section 561 of the Act did not apply to the relevant allotment or grant of rights.

ORDINARY RESOLUTIONS

3. Subject to and conditional upon the passing of Resolution 1 above, **THAT** the directors be generally and unconditionally authorised to issue, pursuant to Article 40.1 of the Articles, and allot, in accordance with the authority provided above pursuant to section 551 of the Act, one deferred share (and/or grant rights to subscribe for, or to convert securities into a deferred share) up to an aggregate nominal amount of £160,597,405.18, being the amount available from the Company’s revaluation reserve, in the capital of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company prior to such date, expire five (5) years from the date of passing of this Ordinary Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Ordinary Resolution has expired.

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

ANNEX A

The deferred shares shall be deferred shares with nominal value of £160,597,405.18 each.

The deferred shares shall not have attached to them any rights to receive (i) notice, attend or vote at a general meeting of the Company, whether on a show of hands or a poll; (ii) any present or future preferential right to dividends; or (iii) return of capital (whether by distribution, redemption, buyback or otherwise), save for the right to receive a pro rata proportion of £0.01 in respect of all deferred shares in issue on a winding up or a liquidation of the Company. The deferred shares shall have no other rights whatsoever.

AGREEMENT


THE UNDERSIGNED, being the sole member entitled to vote on the Resolutions on the Circulation Date, **HEREBY IRREVOCABLY AGREES** to the Resolutions.

Signed by Sean Kime

for and on behalf of

**PORTHAVEN MANAGEMENT
LIMITED**

Signature:

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Dated: 11 March 2024

NOTES

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - a) by delivering the signed and dated copy personally or sending it by post to Gibson, Dunn & Crutcher UK LLP, Telephone House, 2-4 Temple Avenue, Temple, London EC4Y 0HB, marked for the attention of Ayshea Baker; or
 - b) by sending a scanned copy of the signed and dated document by email to ABaker@gibsondunn.com.
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
4. If you are indicating agreement to the Resolutions on behalf of a person or company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
5. Unless, within twenty-eight (28) days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
6. A copy of this document was sent to the Company's auditors on the Circulation Date.