

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 special resolutions (the “**Resolutions**”):

SPECIAL RESOLUTIONS

1. **THAT** the issued share capital of the Company be reduced from £160,598,405.18 to £1,000.00 by cancelling and extinguishing the deferred share of £160,597,405.18 in the Company and the amount by which the share capital is so reduced be credited to the Company’s distributable reserves (the “**Capital Reduction**”).
2. **THAT** the actions and decisions of the directors of the Company in connection with the Capital Reduction be and are hereby ratified and approved.

In accordance with section 643 of the Act, the directors of the Company are required to make a solvency statement in support of the above Resolutions, and a copy of that statement is enclosed with this written resolution in accordance with section 642(2) of the Act, at Annex A.

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

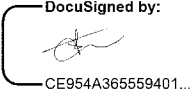
AGREEMENT

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: 

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. When agreement to the Resolutions has been received from members representing seventy-five (75) per cent. of the total voting rights, it will be deemed passed.
7. 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.
8. A copy of the solvency statement made by the directors of the Company in accordance with section 643 of the Act for the purposes of the Capital Reduction to be effected by the passing of the Resolutions is being sent or submitted to you at the same time as and together with this document.
9. A copy of this document was sent to the Company's auditors on the Circulation Date.