

Form of written resolution to be filed at Companies House under the 2006 Act

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of**

**Sonnedit Gammaton Limited
Company number: 08935081**

**(the "Company")
Passed on 23rd January 2024**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the sole member of the Company who, at the date of circulating the resolution, was entitled to vote on the resolution the following resolution of the Company was duly passed:

AS A SPECIAL RESOLUTION

- 1. THAT** the Articles of Association of the Company be and are hereby amended by the insertion of the following new Article:

26A.—(1) Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee, successor, permitted assignee or transferee of such a bank or institution (a "Secured Institution");
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor (including a Secured Institution) of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

(2) The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution.

(3) Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time.

Name of member

Sonnex UK Holdings Limited

Signature

DocuSigned by:
...Samantha Packwood
622EE934561849A...

Date of signature

23rd January 2024