

Company Number: 09289232

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF THE MEMBERS OF
THIRD REPUBLIC LIMITED
(the "Company")
PASSED PURSUANT TO SECTIONS 283 OF THE COMPANIES ACT 2006**

06 October 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that resolution 1 below is passed as a special resolution (the "Resolution")

Special Resolution

1. That there be and is hereby approved the reduction of the Company's issued share premium account from £457,702 to £0 (nil) by way of the reduction and cancellation of the Company's share premium account by £457,702 in accordance with sections 641 to 644 of the Companies Act 2006, and the amount by which the share premium is so reduced be credited to the Company's distributable reserves.

AGREEMENT

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

The undersigned, persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution as indicated above:

Richard Romelo Vercesi *Richard Vercesi*
.....

Date *06 October 2023*
.....

Mathieu Lee Rocheron-Bird *Mat Roche*
.....

Date *06 October 2023*
.....

Darren John Sharp
.....

Date
.....

Ezra Chapman


.....

Date

..06..October..2023.....

NOTES

1. If you agree to 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 methods:

- **By Hand:** delivering the signed copy to the Director of the Company.
- **Post:** returning the signed copy by post to the Director of the Company at the Company's registered office.

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. The Resolution will lapse unless your agreement to the Resolution has been received by such date as is 28 days from the Circulation Date. If you agree to the Resolution, please ensure that your agreement reaches us before 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.