

Company number: 09406938

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION of the MEMBERS
of
DENISA SERVICES LIMITED**

(the "Company")

(circulated on *7th JUNE* 2023 (the "**Circulation Date**"))

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as a special resolution of the Company.

Terms defined in this resolution shall have the same meaning given to such term in a board minute of the Company dated on or around the date of this resolution unless otherwise defined in this resolution.

SPECIAL RESOLUTION

The undersigned, being the members of the Company entitled to vote at a general meeting of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following resolution be passed as a special resolution (the "**Special Resolution**"), being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:

That with immediate effect the Articles of Association of the Company be altered by the insertion of the following wording as a new Article 60:

"

SECURED PARTIES

60. Secured Parties

60.1 Notwithstanding anything contained in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the Articles), the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer is:

- (a) to any bank, lender or other institution to which such shares have been charged by way of security, or to any nominee or security trustee of such a bank, lender or other institution (a "**Secured Party**");*
- (b) delivered to the Company for registration by a Secured Party or its nominee in order to perfect its security over the shares;*
- (c) executed by a Secured Party or its nominee pursuant to the power of sale or other power under its security over the shares; or*
- (d) executed by a receiver or a manager appointed by or on behalf of a Secured Party or its nominee, under its security over the shares,*

and the directors shall promptly register any such transfer of shares forthwith following receipt.

60.2 *Notwithstanding anything to the contrary contained in these Articles:*

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Party or its nominee;*
- (b) no Secured Party or its nominee; and*
- (c) no receiver or manager appointed on behalf of a Secured Party or its nominee,*

shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, 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.

60.3 *Notwithstanding anything in these Articles, the Company shall have no lien on any shares which have been charged by way of security to any Secured Party."*

[Intentionally left blank]

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

The undersigned, being the sole member of the Company entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution.

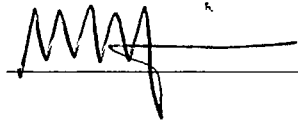
Signed by

A handwritten signature in cursive script, reading "Phoebe Philo", written over a horizontal line.

PHOEBE PHILO

Date 7 June 2023

Signed by

A handwritten signature in a stylized, blocky script, reading "Max Wigram", written over a horizontal line.

MAX WIGRAM

Date 7 June 2023