

Company Number: 09458917

SPECIAL RESOLUTION

of

GBUK GROUP LIMITED (the "Company")

passed on 11th May 2021

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT the articles of association of the Company (the "**Articles**") be amended by the replacement of the definition of "Leaver" in its entirety with the following new definition:

"Leaver" means any holder of B Ordinary Shares and/or C Ordinary Shares who (a) dies or (b) ceases to be engaged as a consultant or an employee and/or executive director of any member of the Group (or in the case of Mr Mills and Mark Thompson only, a non-executive director of any member of the Group) (whether or not his consultancy agreement or contract of employment or appointment to office is validly terminated) and does not continue or is not immediately re-engaged or re-employed or re-appointed as a consultant or an employee and/or executive director of any member of the Group (or in the case of Mr Mills and Mark Thompson only, a non-executive director of any member of the Group) and for these purposes the date on which cessation occurs shall be the Cessation Date.

DocuSigned by:
mgarbutt
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Director of GBUK Group Limited

