

Company number 09899731

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HARNHAM GROUP LIMITED
(the "Company")

29 April 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as a special resolution in the case of resolution 1 below (the "**Special Resolution**") and ordinary resolutions in the case of resolutions 2 to 5 below (the "**Ordinary Resolutions**")

SPECIAL RESOLUTION

1. **THAT** the articles of association appended to this Resolution be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.


ORDINARY RESOLUTIONS

2. **THAT** the 498 B Ordinary Shares of £0.001 each in the Company's issued share capital to be transferred to BGF Investments LP pursuant to the sale and investment agreement entered into by the Company, the Managers, the Investor, the Investor Manager, the Transferors and the Independent Director (each as defined therein) on or around the Circulation Date (the "**Investment Agreement**") shall be re-designated as A Ordinary Shares of £0.001 each and have the rights as set out in the new articles of association of the Company, to be adopted on or around the Circulation Date (the "**New Articles**") with effect from Completion (as defined in the Investment Agreement);
3. **THAT** the 60 B Ordinary Shares of £0.001 each in the Company's issued share capital to be transferred to David Rees pursuant to the Investment Agreement shall be re-designated as C Ordinary Shares of £0.001 each and have the rights as set out in the New Articles with effect from Completion;
4. **THAT** the remaining 4,783 A Ordinary Shares held by Simon Clarke and the 2,650 A Ordinary Shares held by Polly Linton following Completion shall be re-designated as B Ordinary Shares and have the rights as set out in the New Articles with effect from Completion;
5. **THAT** in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot D Ordinary Shares of £0.001 each in the Company up to aggregate nominal amount of £1.63, provided that this authority shall, unless renewed, varied or revoked by the Company expire one year following the passing of this resolution.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution and the Ordinary Resolutions (together the "**Resolutions**").

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

DocuSigned by:

.....
Simon Clarke

Date: 29 April 2022

DocuSigned by:

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Polly Linton

Date: 29 April 2022

NOTES

- 1 If you agree with the Resolutions, 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:
 - (a) **By hand:** delivering the signed copy to 3rd Floor, Melbury House, 51 Wimbledon Hill Road, Wimbledon, London, England, SW19 7QW.
 - (b) **By post:** returning the signed copy by post 3rd Floor, Melbury House, 51 Wimbledon Hill Road, Wimbledon, London, England, SW19 7QW.
 - (c) **By email:** returning the signed copy by email to james.pascoe@squirepb.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 indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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.