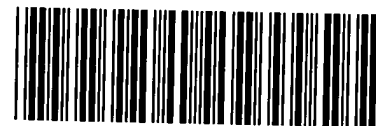


Company Number: 09970963

**WRITTEN RESOLUTION
OF
ANTHOLOGY HALE WORKS LIMITED
(The "Company")**

FRIDAY



A14 *AAF6SM80* 15/10/2021 #73
COMPANIES HOUSE

Circulated on 25 August 2021 (the "Circulation Date")

WRITTEN RESOLUTION

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 ordinary resolutions and special resolutions (the "Resolutions"):

ORDINARY RESOLUTIONS

WE the undersigned, being the sole eligible member of the Company who would at the date of these Resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, do hereby in accordance with the provisions of Section 288 of the Companies Act 2006 pass the following Resolutions in writing:

IT IS HEREBY UNANIMOUSLY RESOLVED:

- 1 **THAT** for the purpose of the Transaction (as defined in paragraph 2 below), any interested director may count towards a quorum at a director's meeting;
- 2 **THAT** notwithstanding any existing provisions of the Articles of Association of the Company to the contrary (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the resolutions contained herein) nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents referred to in the attached appendix to which it is a party (the "Documents") and the payment of any costs, fees, and expenses incurred in connection with the Documents and the transactions contemplated by them (the "Transaction") be and are hereby approved;
- 3 **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the Transaction;
- 4 **THAT** the execution and delivery of the Documents and the performance by the Company of its obligations under the Documents are in the best interests, and to the benefit of the Company;
- 5 **THAT** the execution and delivery of the Documents and the performance by the Company of its obligations under the Documents be and are hereby approved and the terms and conditions of each Document be and are hereby ratified (where already done so by the Company) and approved;
- 6 **THAT** any one of the directors of the Company or any one attorney of the Company duly appointed under a power of attorney ("Attorney") be and is hereby authorised and instructed to accept and execute the Documents requiring execution under hand;
- 7 **THAT** without prejudice to the signatories authorised in the Resolution referred to in paragraph 6 above that in respect of the Documents requiring execution and delivery as a deed then:

- 7.1 any two directors or any two Attorneys; and
- 7.2 a director or an Attorney in the presence of a witness;
- be and is/are hereby authorised to either:
- 7.2.1 witness the affixing of the company seal thereto in accordance with section 44(1) of the Act; or
- 7.2.2 execute the same without affixing the company seal in accordance with section 44(2)(a) and 44(2)(b) of the Act,
- and deliver the same.
- 8 **THAT** any one or more of the signatories authorised pursuant to paragraphs 6 and 7 above (each an “**Authorised Signatory**”) and any person at any time authorised by a director of the Company, be and are hereby authorised to (1) do all acts and things so as to carry into effect the purposes of the resolutions referred to herein or take any other action necessary or desirable in connection with either the Transaction, the Documents, or both, (2) give or execute any or all notices, communications, or other documents on behalf of the Company in connection with either or both of (a) the Documents (including the Certificate, any document to be delivered to the Agent pursuant to Schedule 3 to the Facility Agreement and any related document to which it is party) (together the “**Ancillary Documents**”) and (b) the Transaction, provided that each Ancillary Document required to be executed and delivered by the Company as a deed shall be so executed in accordance with paragraph 7 above, (3) substitute a new Authorised Signatory and appoint additional Authorised Signatories and, (4) to agree such amendments, variations or modifications to the Documents or any Ancillary Document as such Authorised Signatory, or person authorised by a director, may in his absolute discretion think fit;
- 9 **THAT** any Authorised Signatory, and any person authorised by a director pursuant to paragraph 8 above, be and is hereby authorised to execute any Document and any Ancillary Document by signing a signature page which is unattached to a hardcopy version of any such document;
- 10 **THAT** the execution of any Document and any Ancillary Document by any person authorised to execute the same shall be conclusive evidence of the due authorisation by the Company of the execution of each such document;

AND THAT

- 11 any act done or document executed pursuant to these Resolutions shall be valid, effective and binding on the Company;
- 12 unless expressly defined in this Written Resolution, terms defined in the Facility Agreement (as defined in the Appendix to this Written Resolution) have the same meaning in this Written Resolution.

Special Resolution

- 1 **THAT** a new article 46A be included in the Company's articles of association, to read as follows:

46A. SECURED INSTITUTIONS

46A.1 *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):*

46A.1.1 *to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "**Secured Institution**")); or*

46A.1.2 *delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or*

46A.1.3 *executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,*

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.

46A.2 *Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution.*

We agree the above Resolution.

Mark Dickinson

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Signed by, for and on behalf of
Anthology Group Limited

Date: 25 August 2021