

2THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MARCHWOOD DEVELOPMENTS LIMITED

(Registered in England and Wales, No. 10075216)

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions have been duly passed as to Resolutions 2 and 3 as Ordinary Resolutions, and as to Resolutions 1 and 4 as Special Resolutions, in each case as written resolutions of the Company on 22 February 2022.

SPECIAL RESOLUTION

1. THAT the Articles of Association of the Company annexed to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

ORDINARY RESOLUTIONS

2. THAT the existing 55 A ordinary shares of £1.00 each in the capital of the Company, which are issued and fully paid up, be converted into, and re-designated as 55 B ordinary shares of £1.00 each having the rights and being subject to the conditions set out in the Articles of Association of the Company to be adopted pursuant to resolution 1 above.
3. THAT:
 - (A) subject to the passing of Resolution 2 above, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot A ordinary shares in the Company, or to grant rights to subscribe for or convert any security into A ordinary shares in the Company, up to a maximum nominal amount of £100.00; and
 - (B) the authority given by this resolution:
 - (1) shall be in substitution for all pre-existing authorities under section 551 of the Act; and
 - (2) unless renewed, revoked or varied in accordance with the Act, shall expire on the fifth anniversary of the Circulation Date, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

SPECIAL RESOLUTION

4. THAT:
 - (A) subject to the passing of Resolution 4 above (the "Allotment Authority"), the Directors be given power pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the Allotment Authority as if section 561(1) of the Act did not apply to such allotment; and
 - (B) the power given by this resolution:
 - (1) shall be in substitution for all pre-existing powers under section 570 of the Act; and

- (2) shall expire at the same time as the Allotment Authority, save that the Company may before expiry of the power conferred on the Directors by this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry.

.....*Simon Foster*.....

Simon Foster
Director