

Company number 10517596

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
CONYGAR NOTTINGHAM LIMITED
(the "Company")

Written Resolutions of the Company

Circulation Date: 14 November 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions");

SPECIAL RESOLUTIONS

1. **THAT** it would promote the success of the Company for the benefit of its member as a whole, and be to the further benefit and advantage of the Company to enter into:
 - (A) an up to £12,000,000 facility letter to be entered into between the Company as the borrower, Nohu Limited as guarantor, A.S.K. Partners Limited as arranger (the "Arranger"), A.S.K. Partners Agent Limited as agent (the "Agent") and security agent (the "Security Agent"), A.S.K. Partners Lendco Limited and A.S.K. Partners Lendco 50 Limited as lenders (the "Lenders") (the "Facility Letter");
 - (B) a debenture executed by the Company, Nohu Limited and the Security Agent (the "Debenture");
 - (C) a subordination agreement executed by the entities listed therein as subordinated creditors, the Company and Nohu Limited, the Agent, the Security Agent, the Arranger and the Lenders (the "Subordination Agreement");
 - (D) a director's certificate required to be given by the Company pursuant to the Facility Letter (the "Certificate");(together the "Documents"); and
 - (E) any other documents in connection with the transaction (the "Ancillary Documents").
2. **THAT** the terms of, the transactions contemplated by, and the execution, delivery and performance of the Documents and any Ancillary Documents are hereby approved.
3. **THAT** notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors any director of the Company be authorised to cause the execution and delivery (including by way of electronic signature) of the Documents and any Ancillary Documents with such amendments as they may approve at their discretion.

4. **THAT** entry into the Documents and the performance of the Company's obligations and exercise of its rights in relation to the transactions contemplated by the Documents is for the benefit of and in the best interests of the Company and would promote the success of the Company for the commercial benefit of its member as a whole.
5. **THAT** the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any Ancillary Documents as they shall deem necessary or appropriate and any action taken by any director of the Company in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby ratified, confirmed and approved in their entirety.
6. **THAT** any acts done or documents executed pursuant to any of the foregoing resolutions shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing resolutions).
7. **THAT** a new article 74 shall be inserted into the Company's articles of association as follows:

"74. Notwithstanding anything contained in these Articles:

(A)

- (1) the directors of the Company shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:

- (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security; or
- (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security; or
- (c) duly executed by a receiver or manager appointed by or on behalf of such bank or institution pursuant to any security document which creates any security interest over such shares;

- (B) a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts;

- (C) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article; and

- (D) notwithstanding anything to the contrary contained in these Articles, no

transferor or proposed transferor of any shares in the Company to a bank or financial institution (or any nominee or nominees of such bank or financial institution) and no such bank or financial institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not."

8. **THAT** the amendment to the Company's articles of association as set out above, in the form of the annexed draft attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ANNEXURE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the written resolutions.

The undersigned, the sole member of the Company entitled to vote on the written resolutions on 14 November 2023, hereby irrevocably agrees to the Resolutions.

Signed by.....
DocuSigned by:
David Baldwin
12701EF9B447B1..*

(print name of signatory)

for and on behalf of

David Baldwin

.....

Conygar Holdings Limited

Date:

14 November 2023

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NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of 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) delivering it to its registered office or handing it to the chairman of the board in person; or
 - (B) by scanning this document, attaching it to an email and sending it to the Company. 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.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date stated above, sufficient agreement has been received for the resolutions to pass they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.
4. 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.