

Company number 10542171

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of Longprime2 Ltd (the "Company")

2 August 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the shareholders of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolution").

SPECIAL RESOLUTIONS

"THAT the existing articles of association of the Company (the "Articles") be amended as specified below:

1 A new Article 24.3 shall be inserted as follows:

"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 any bank, institution or other person or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person), (a "Secured Institution") (and a certificate by any such person or an employee of any such person that a security interest over the Shares was so granted and the transfer was so executed shall be conclusive evidence of such facts."

2 A new Article 37A (Secured Institutions) shall be inserted as follows:

"37A Secured Institutions

37A.1 Notwithstanding the provisions of the Articles, the Directors shall not decline to register any transfer of Shares, nor may they suspend registration thereof, where such transfer:

- (a) is to any bank, institution or other person which has been granted a security interest in respect of such Shares, or to a Secured Institution (and a certificate by any such person or an employee of any such person that a security interest over the Shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,
- (d) and the directors shall forthwith register any such transfer of Shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any Shares in the Company or proposed transferor of such Shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the Shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or

otherwise howsoever to require such Shares to be transferred to them whether for any valuable consideration or otherwise.

37A.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 37A.1 above)."

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by:

Signature of director	<div>DocuSigned by: <i>Joanne Balmer</i></div>
Print Name	Joanne Balmer
For and on behalf of	Gibson Propco Limited
Date	02.08.21

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy, by e-mail, by fax or in electronic form. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 If by the date falling 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, such resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
- 3 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.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.