

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
BACKHOUSE (WESTBURY) LIMITED
Company Number 10982061
(the "Company")

Date: 20 May 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution be passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

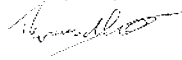
THAT the amount standing to the credit of the share premium account of the Company be reduced by £659,775.70 by the payment out of it of:

- a) the sum of £0.01 per share to the holders of each of the preferred shares of £0.01 each in the capital Company;
- b) the sum of £0.01 per share to the holders of each of the ordinary shares of £0.01 each in the capital Company; and
- c) the balance to the holders of each of the preferred shares of £0.01 each in the capital Company pro rata as nearly as possible to their respective holdings of preferred shares,

in accordance with article 9.2 of the articles of association of the Company.

Please read the Notes overleaf before signifying your agreement to the Resolution.

We, the undersigned, being the eligible members of the Company who would have been entitled to vote on the Resolution on the Circulation Date stated above hereby irrevocably agree to the Resolution.

DocuSigned by:

17EC294D90BF4CE...

For and on behalf of **BACKHOUSE LAND LIMITED**

20 May 2022

Date

NOTES

1. If you wish to vote in favour of the resolution please sign and date the resolution. Please then return the signed and dated document to the Company using one of the following methods:

By Hand: delivering the signed copy FAO Georgina Purt to DAC Beachcroft LLP, Portwall Place, Portwall Lane, Bristol BS1 9HS.

By Post: returning the signed copy by post FAO Georgina Purt to DAC Beachcroft LLP, Portwall Place, Portwall Lane, Bristol BS1 9HS.

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to gpurt@dacbeachcroft.com. Please enter "Urgent: written resolution" in the e-mail subject box.

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by the date at the end of the 15 day period beginning on the circulation date, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that signification of your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (ie, members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
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.