

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SEEBECK MEMORIAL LIMITED
(the "Company")

Circulation Date	6 May 2021
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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT Article 16.1 of the Company's articles of association, which would prohibit, except in accordance with the provisions of Article 16, the registration of the proposed transfer on or around the date of circulation of this resolution of:

- (i) 15,988 A ordinary shares of £1.00 each in the capital of the Company, held by Rockpool Investment Nominee Limited;
- (ii) 2,988,000 B ordinary shares of £0.01 each in the capital of the Company, held by Rockpool Investment Nominee Limited;
- (iii) 13,000 C ordinary shares of £1.00 each in the capital of the Company, held by Rockpool Investment Nominee Limited;
- (iv) 3,237,000 D ordinary shares of £0.01 each in the capital of the Company, held by Rockpool Investment Nominee Limited;
- (v) 20,890 ordinary shares of £0.00229779 each in the capital of the Company, held by Howard Hodgson;
- (vi) 16,103 ordinary shares of £0.00229779 each in the capital of the Company, held by Michael Hackney; and
- (vii) 6,528 ordinary shares of £0.00229779 each in the capital of the Company, held by Jamieson Hodgson,

in each case, to Butterfield Bank (Guernsey) Limited as trustee for Darwin Bereavement Properties (Guernsey) Limited (the "**Transfer**"), be disappplied for the purposes of the Transfer and that the Transfer shall be deemed to be a permitted transfer for the purposes of Article 14.1, for which no further consent shall be necessary.

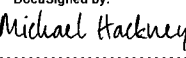
Please read the Notes overleaf before signifying your agreement to the Written Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the persons who would have been entitled to vote on the resolution set out above on the Circulation Date stated above hereby irrevocably agree to the resolution as an Special Resolution:

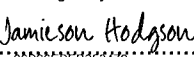
DocuSigned by:

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2B1ABE0F2C22495
Howard Hodgson

Date..... 10 May 2021

DocuSigned by:

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AED0B2307BCA86.....
Michael Hackney

Date..... 10 May 2021

DocuSigned by:

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36B5BEEB433479.....
Jamieson Hodgson

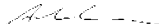
Date..... 10 May 2021

..... Date.....
Duly authorised for and on behalf of
Rockpool Investment Nominee
Limited

..... Date.....
Howard Hodgson

..... Date.....
Michael Hackney

..... Date.....
Jamieson Hodgson

 Date..... 10 May 2021
Duly authorised for and on behalf of
Rockpool Investment Nominee
Limited

Notes

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf
 - (a) by hand or by post to the Company's registered office; or
 - (b) by electronic mail addressed to hriday.munim@macfarlanes.com.
- 2 If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed.
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for an Ordinary Resolution is eligible members representing a simple majority of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.
- 6 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.