

Company number: 11390706

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ASTRA ASSET HOLDINGS LIMITED (Company)

Circulation date: 24/5/2023

2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 be passed as a special resolution and resolutions 2 to 6 be passed as ordinary resolutions (**Resolutions**).

SPECIAL RESOLUTION

Amendment to the Company's articles of association

1. **THAT** the articles of association of the Company be amended by deleting article 11(2) and replacing it with the following new article 11(2) with immediate effect:

"The quorum for directors' meetings may be fixed from time to time by a decision of the directors but it shall not be less than two directors, and unless otherwise fixed is two, save that if and for so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles and accordingly the quorum for the transaction of business in these circumstances shall be one."

ORDINARY RESOLUTIONS

Members' authorisation of directors' conflicts of interest

2. **THAT**, having noted the sole director's interests as set out below, in accordance with article 14 of the Company's articles of association, approval be hereby given for the sole director to vote and count in the quorum for decision-making purposes in relation to the proposed business to be considered by the director in connection with the Company's entry into various documents for a secured loan facility of £840,000 to be made available to Clarges Mayfair Limited (**Borrower**) (by Investec Bank Plc (**Lender**) (in which the director owns shares), notwithstanding his conflicts of interest.

NAME	NATURE AND EXTENT OF INTEREST
STEPHEN MICHAEL BROAD	Interested by virtue of being: (a) being a director of the Borrower; (b) a director and shareholder of the Company, and is required to enter into the Deed of Subordination (as defined below) as a

	condition under the Facility Letter (as defined below)
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Entry into Security Documents

For the purpose of these Resolutions, the following definitions shall apply:

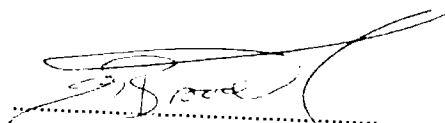
- (i) a facility letter in respect of a loan up to £840,000.00 provided by the Lender to the Borrower (**Facility Letter**); and
- (iii) a deed of subordination pursuant to which all loans made by the Company to the Borrower whether now or in the future are to be subordinated in favour of the loans made to the Borrower by the Lender (**Deed of Subordination**);
- 3. **THAT**, the terms of and the transactions contemplated by the Deed of Subordination and any other related documents, are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its members, and are hereby approved and authorised.
- 4. **THAT** the director of the Company be authorised to cause the execution and delivery of the Deed of Subordination and be authorised to cause the execution and delivery of any other document which the director of the Company at their discretion considers necessary for or ancillary to the Deed of Subordination or any transaction contemplated by the Deed of Subordination, including, but not limited to, any notice or communication.
- 5. **THAT** the execution, delivery and performance of the Deed of Subordination (together with any other ancillary documents) is for the benefit of and in the best interests of the Company and its members, would promote the success of the Company and is for the purposes of carrying on its business.

AGREEMENT

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

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the circulation date, hereby irrevocably agree to the Resolutions.

Signed by **STEPHEN MICHAEL BROAD**



Date:

.....24.15/23.....

NOTES

1.If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office marked for the attention of the directors.

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, by 21/6/2023, being the date 28 days from and including the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.