

Company No. 11885962

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CAPELLA CAPITAL (PARENT COMPANY) LIMITED

Circulated on: 8th November 2022 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of Capella Capital (Parent Company) Limited (the "**Company**") propose that the following resolution is passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

THAT the draft articles of association (the "**New Articles**") attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the current articles (including the provisions of the memorandum of association incorporated therein).

A copy of this Resolution has been forwarded to the Company's accountants.

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

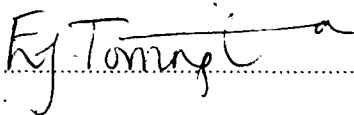
Signed by **DAVID TORRINGTON**



Date

8th November 2022

Signed by ELIZABETH JANE
TORRINGTON


.....
.....
8th November 2022
.....

Date

NOTES

1. If you agree with the Resolution, 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 Fraser Cunningham of Smith Partnership Solicitors, Norman House, Friar Gate, Derby, DE1 1NU.

You may not return the Resolution to the Company by any other method.

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. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, before the end of the period of **28 days beginning with the Circulation Date**, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.
4. 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.
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.