

Company No. 12001229

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WARRENS GROUP HOLDINGS LTD

(the "Company")

Circulation Date: 24 October 2022

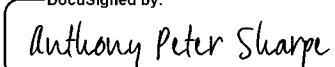
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following Written Resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT having inspected the solvency statement made in compliance with section 642(1) of the Act, signed by the directors of the Company and pursuant to section 641(1)(a) of the Companies Act the issued share capital of the Company be reduced by 3,044,150,500 of the issued A ordinary shares each with a nominal value of £0.01 in the Company.

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

Pursuant to Chapter 2 of Part 13 of the Act, we, the undersigned, being the sole member of the Company 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 set out above as a Special Resolution:

DocuSigned by:

.....3DC7AC58B60240A.....

24 October 2022
.....

Duly authorised for and on behalf of
EMERALD HOLDCO LIMITED

Date of signature

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 by hand, post or electronic mail by the date 28 days after the Circulation Date stated overleaf.
- 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 must be passed within 15 days of the date on which the Solvency Statement, which accompanies this Written Resolution, was signed by all the directors of the Company.
- 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 a Special Resolution is eligible members representing 75 per cent. or more 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.
- 7 A copy of a solvency statement of the Company signed by all the directors of the Company accompanies this Written Resolution, as required by section 642(2) Companies Act 2006.