

Company Number 12249914
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

ALLIED LONDON LEEDS HOLDCO 2 LIMITED (the "Company")

Circulation Date 19 January 2022 (the "Circulation Date")

SPECIAL RESOLUTION

- 2 That the articles of association of the Company be amended by the addition of the following new articles 26A and 26B and that the existing articles of association of the Company be renumbered accordingly:

“26A SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY

26A *Notwithstanding anything to the contrary contained in the articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is a fully paid share) where such transfer is:*

26A.1 *to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a “**Secured Institution**”) to which such share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a “**Nominee**”);*

26A.2 *executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or*

26A.3 *executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,*

and furthermore, notwithstanding anything to the contrary contained in the articles, no:

26A.4 *transferor or proposed transferor of any share to a Secured Institution or Nominee;*

26A.5 *Secured Institution or Nominee; or*

26A.6 *receiver or manager appointed by or on behalf of a Secured Institution or Nominee,*

shall be required to offer any share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under the articles to require any such Share to be transferred to it, whether for consideration or not.

26B *Notwithstanding anything to the contrary contained in the articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution."*

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions.

Signature:



Print name: ..SURESH GORASIA.....

Director duly authorised for and on behalf of Allied London Leeds Holdco 1 Limited

Date: ..19 January 2022.....

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolutions by email by replying to that email and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 by email: by sending a scanned copy of the original signed and dated Resolutions to liana.diciacca@shoosmiths.co.uk; or
 - 1.2.2 by post: by returning the signed and dated Resolutions by post to Shoosmiths LLP, Platform, New Station Street, Leeds, LS1 4JB, marked "For the attention of Liana Di Ciacca".
- 2 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them.
- 3 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 4 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
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 6 When agreement has been received from members representing 75% of the total voting rights in the case of the special resolution and more than 50% of the total voting rights in the case of the ordinary resolution, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for a resolution to pass, it will lapse.
- 7 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.

[PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE]

Company Number 12249914

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALLIED ~~ALL~~ LONDON LEEDS HOLDCO 2 LIMITED (the "Company")

passed on 19 January 2022 ~~2024~~

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were duly passed as written resolutions of the Company:

SPECIAL RESOLUTION

That the articles of association of the Company be amended by the addition of the following new articles 26A and 26B and that the existing articles of association of the Company be renumbered accordingly:

"26A SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY

26A *Notwithstanding anything to the contrary contained in the articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is a fully paid share) where such transfer is:*

26A.1 *to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "**Secured Institution**") to which such share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "**Nominee**");*

26A.2 *executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or*

26A.3 *executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,*

and furthermore, notwithstanding anything to the contrary contained in the articles, no:

26A.4 *transferor or proposed transferor of any share to a Secured Institution or Nominee;*

26A.5 *Secured Institution or Nominee; or*

26A.6 *receiver or manager appointed by or on behalf of a Secured Institution or Nominee,*

shall be required to offer any share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under the articles to require any such Share to be transferred to it, whether for consideration or not.

26B *Notwithstanding anything to the contrary contained in the articles], the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution."*

.....
Director