

Company Number: 12500002

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
LUCERNE BASING LIMITED
(the "Company")

Circulation Date: 24 June 2021

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions be passed respectively as a special and an ordinary resolution of the Company (the "**Resolutions**").

SPECIAL RESOLUTION

1. THAT the articles of association in the form attached hereto (for the purposes of identification marked "**Schedule 1**") be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

2. THAT 1 (one) A ordinary share of £1 each in the capital of the Company (being the entire issued share capital of the Company) held by Lucerne Holdings Limited be re-designated as 1 (one) ordinary share of £1 each in the capital of the Company, such ordinary share having the rights and being subject to the restrictions set out in the Company's articles of association.

AGREEMENT

Please read the notes overleaf before signifying your agreement to these Resolutions.

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

SIGNED for and on behalf of **LUCERNE**)
HOLDINGS LIMITED)

Rod Mountain
.....

Authorised signatory

Dated: 24 June 2021

NOTES:

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above:
 - a) in wet ink and returning it to the Company by sending a scanned copy of the signed document by email to myung@orrick.com; or
 - b) electronically by following the link contained within an email sent to you from DocuSign.
2. The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, so as to be received by not later than 28 days following the Circulation Date.
3. If the Resolutions are not passed within 28 days of the Circulation Date, they will lapse.
4. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
5. If you do not agree to the Resolutions, you need not take any action. You will not be deemed to agree to the Resolutions if you do not reply.