

Company No. 12508663

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

BALLANTYNE BROKERS LIMITED
(the "Company")

Circulation Date: 18 January 2023

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed which, in the case of this resolution is proposed as a special resolution ("**Special Resolution**"):

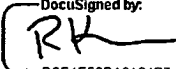
SPECIAL RESOLUTION

THAT in accordance with section 21(1) of the Companies Act 2006, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document appended to the written resolution, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Agreement to Written Resolution

We, the undersigned, being the sole member of the Company entitled to vote on the Special Resolution as at 18 January 2023, hereby irrevocably agree to the Special Resolution.

Signed by: Robert Kimmel
(print name of signatory)

DocuSigned by:

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for and on behalf of **K2 Group Holdings Limited**

Date: 18 January



NOTES

Procedures for signifying agreement to the Resolution

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the procedures below:
 - (a) **by hand:** deliver the signed and dated copy to Victoria Wilson at Ropes & Gray International LLP, 60 Ludgate Hill, London, EC4M 7AW, on behalf of the Company;
 - (b) **by post:** return the signed and dated copy by post to Victoria Wilson at Ropes & Gray International LLP, 60 Ludgate Hill, London, EC4M 7AW, on behalf of the Company;
 - (c) **by electronic signature:** by sending a signed and dated copy using the DocuSign platform hosted by Ropes & Gray International LLP on behalf of the Company; or
 - (d) **by email:** by attaching a scanned copy of the signed document to an email and sending it to Victoria.Wilson@ropesgray.com, on behalf of the Company.
2. If you do not agree to the Resolution, you do not need to do anything.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. If by 28 days after the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
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.