

PENMARLAM LIMITED
(the "Company")

Company No. 12906425

WEDNESDAY



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05/01/2022

#6

COMPANIES HOUSE

Written resolution of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Date: 31 December 2021

In accordance with Part 13 Ch 2 Companies Act 2006, the Director of the Company proposes the following written resolutions to be passed as ordinary and special resolutions.

Unless otherwise provided in these written resolutions, terms defined in the Facilities Agreement (as defined below) shall have the same meaning when used in these shareholder written resolutions.

ORDINARY RESOLUTION

1.

1.1

1.2



SPECIAL RESOLUTION

2. THAT the articles of association of the Company be altered by the addition of new articles 26(6), 26(7), 26(8) and 26(9) with the following text:

26(6) Notwithstanding anything in these articles, the directors shall neither decline to register any transfer of shares nor suspend the registration of any transfer of shares where that transfer is:

- (a) *in favour of a Secured Party;*

- (b) delivered to the Company for registration in order to perfect a Secured Party's security interest over those shares; or
- (c) executed pursuant to any power of sale or otherwise under any security interest over those shares in favour of a Secured Party.

26(7) Notwithstanding anything to the contrary in these articles, no person who transfers or proposes to transfer any shares in any of the circumstances described in article 26(6) is required to offer those shares to any shareholder from time to time of the Company, and no shareholder shall have any right under these articles or otherwise to require that those shares be transferred to them (whether for consideration or not).

26(8) Notwithstanding anything contained in these articles any lien over shares (whether paid or unpaid shares) and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party (whether as lender, agent, trustee or otherwise).

26(9) For the purposes of this article 26 (Share transfers), "**Secured Party**" means any bank or financial institution or other entity to which a security interest has been granted over any shares, or any nominee, receiver or other entity acting on its behalf.

AND THAT:

- 3. any act done or document executed pursuant to this resolution shall be valid, effective and binding on the Company; and
- 4. notwithstanding any provisions of the Company's articles of association or any personal interest of the Company's director, the Company's director be and is hereby authorised and directed to (i) execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's director, in their absolute discretion, thinks fit (such opinion being evidenced by the execution of such document) and (ii) execute each Document, including deeds and any other documents electronically, including, but not limited to, through the DocuSign electronic signing platform.

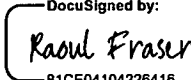
Agreement to written resolution

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

The undersigned, a person entitled on the date set out above to vote on the written resolutions, hereby irrevocably agrees to the written resolutions.

Signed by
(print name of signatory)
for and on behalf of
Lovat Parks Limited

Date: 31 December 2021

DocuSigned by:

Signature.....81CE04104226416.....

NOTES

Procedures for signifying agreement

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. Alternatively, you can signify your agreement by following the email procedures also set out below.
 - **By Hand:** deliver the signed and dated copy to Katie Rourke, Macfarlanes LLP, 20 Cursitor Street, EC4A 1LT
 - **By Email:** send an email to Katie.Rourke@macfarlanes.com stating that you agree to the resolutions dated 31 December 2021 and stating your name.
2. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
3. Only the email address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the written resolutions. The electronic address given above may only be used for the purposes specified.

Period for agreeing to written resolutions

4. Unless, by the end of a period of 28 days beginning with the date stated at the head of this document, sufficient agreement has been received for the written resolutions to be passed, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.