

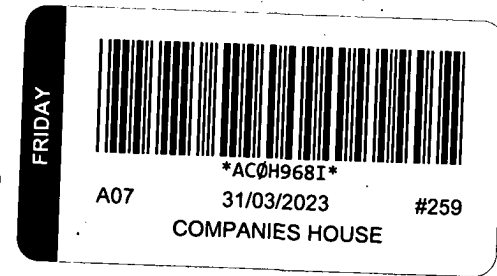
Company number: 13077992

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHAUCER NEWCO LIMITED (the "Company")



CIRCULATION DATE: 24 March 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**CA 2006**"), the directors of the Company propose that resolution 1 is passed as an ordinary resolution of the Company and resolution 2 is passed as a special resolution of the Company (together the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT**, subject to (i) the registration of the transfer of 100 B ordinary shares of £0.01 each in the capital of the Company ("**B Ordinary Shares**") to Craven Street Wealth Limited pursuant to the terms of a share exchange agreement entered into on or around the date of these Resolutions and (ii) the passing of resolution 2, the entire issued share capital of the Company, being 900 A ordinary shares of £0.01 each in the capital of the Company and 100 B Ordinary Shares, be re-designated to 1,000 ordinary shares of £0.01 each in the capital of the Company, such shares having the rights and being subject to the restrictions as set out in the New Articles.

SPECIAL RESOLUTION

2. **THAT**, subject to the registration of the transfer of 100 B Ordinary Shares to Craven Street Wealth Limited pursuant to the terms of a share exchange agreement entered into on or around the date of these Resolutions the draft articles of association attached to this resolution in the Appendix to this resolution (the "**New Articles**") be adopted as the articles of the association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions.

The undersigned, as persons entitled to vote on the above resolutions hereby irrevocably agree to those resolutions as indicated above:

For and on behalf of
Craven Street Wealth Limited

24 March 2023

Date

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email to CSW@cravenstreetcapital.com or by DocuSign.
2. **The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.