

Company Number: 13132177

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HARROWELLS (NO 220) LIMITED (the “Company”)

31 December 2021 (Circulation Date)

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as a special resolution of the Company:

SPECIAL RESOLUTION

The Company hereby inserts the following new provisions to the Company's Articles of Association:

‘1(1) [after definition of partly-paid]

Secured Party means a company, bank or other financial institution (or any agent, trustee, nominee or nominees or receiver of such bank or financial institution);’

‘24(4) Notwithstanding anything contained in these articles, any lien on any shares (whether part or fully paid) which the company has shall not apply in respect of any shares that have been charged by way of security to a Secured Party.’

‘36(6) Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

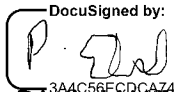
- (a) where such transfer is in favour of a Secured Party and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Party; or
- (b) where such transfer is by or on behalf of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact.’

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

We, the undersigned, being persons eligible to vote on the above resolution on the Circulation Date hereby irrevocably agree to that resolution.

SIGNED for and on behalf of North Star (York) Investment Limited

DocuSigned by:

3A4C56ECCDCA74ED
PAUL JAMES ELLIS

Director

SIGNED for and on behalf of Bobby Land Limited

DocuSigned by:

CD4F5C44C89E15E
JAMES CHARLES IRWIN

Director

NOTES:

1. If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:
 - By Hand: delivering the signed copy to the Company's registered office.
 - Post: returning the signed copy by post to the Company's registered office.
 - Email: returning the signed copy by email to pe@northstarim.com.
2. If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that date.
5. 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.
6. 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.

