

**STUBBEN EDGE CLAIMS LIMITED (Registered number 13562730) (the "Company")**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY**

30 June 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions (**Resolutions**).

**ORDINARY RESOLUTIONS**

1. **THAT** the Company enter into:
  - 1.1 a debenture to be executed as a deed by the Company (as chargor) in favour of HSBC UK Bank plc (the "**Lender**") (the "**Debenture**") under which the Company would grant security over its rights, undertaking, property and assets to secure the Company's parent's obligations to the Lender under a facilities agreement between the (1) Parent and (2) the Lender (the "**Facilities Agreement**") and its own obligations under the Composite Guarantee (as defined below); and
  - 1.2 a guarantee to be executed as a deed by the Company, among others, in favour of the Lender which would provide further security to the Lender in respect of the obligations of the Parent and certain of its subsidiaries under the Facilities Agreement (the "**Composite Guarantee**").

(each a "**Document**" and together, the "**Documents**").
2. **THAT** the terms of, and the transactions contemplated by the Documents be and are hereby approved with all such amendments or modifications of the Documents as the Directors may, in their absolute discretion deem fit.
3. **THAT** the entry into by the Company each of the Documents will promote the success of the Company for the benefit of the members as a whole.
4. **THAT** authorisation is given to the Directors of the Company, in accordance with section 175(5)(a) of the Companies Act 2006, in respect of a situation in which the Directors of the Company have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.



5. **THAT** any situation in which the Directors of the Company have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company by virtue of the Directors also being a director of another company in the Company's group is hereby authorised.
6. **THAT** the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem necessary or appropriate.
7. **THAT** the Directors take all steps necessary (to the extent permitted by law) to procure that the Company and each of its subsidiary undertakings also enter into the Documents to which they are a party and the transactions contemplated by them.

#### **SPECIAL RESOLUTIONS**

1. **THAT** the Articles of Association of the Company be amended by adding the following new articles:

47.9 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):

47.9.1 to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "**Secured Institution**")); or

47.9.2 delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or

47.9.3 executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.

47.10 Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any share that has been charged or mortgaged to a Secured Institution (as defined in Article 47.9.1 above) by a member by way of security and the provisions of Articles 32 and 33 shall not apply in respect of any such share.

We, the undersigned, being entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed.

**AGREEMENT**

The undersigned, entitled to vote on the Resolutions on 30 June 2023 hereby irrevocably agrees to the Resolutions.

DocuSigned by:



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Signed by Christopher Kenning )

for and on behalf of )

**STUBBEN EDGE GROUP LIMITED** )

Date 30 June 2023