

RCI TRADINCO 1 LIMITED

COMPANY NUMBER: 13838681

(the “Company”)

WRITTEN RECORD OF MEMBERS’ RESOLUTION

CIRCULATION DATE: 1 February 2022

APPROVAL DATE: 1 February 2022

I, the undersigned, being a director of the above Company hereby note that:

- a. the following resolutions, such resolutions to have effect as either special or ordinary resolutions (as indicated), were placed before the sole member of the Company in the form of a written resolution on 1 February 2022 (the “**Circulation Date**”); and
- b. the requisite level of consent required to approve the resolutions was obtained by the Company on 1 February 2022 (the “**Approval Date**”) and therefore the resolutions were duly passed by the sole member of the Company on that date.

ORDINARY RESOLUTION

- 1 THAT that the Directors be and hereby are generally and unconditionally authorised for the purposes of Section 551 of the Act to allot relevant shares and grant rights to subscribe for, or to convert any security into shares on the basis that:
 - 1.1 the maximum amount of the relevant securities to be allotted pursuant to this authority shall be 9,900 ordinary shares of £0.01 each in the capital of the Company; and
 - 1.2 this authority shall expire, unless sooner revoked or varied, on the expiry of the period of five years from the date of the passing of this resolution,

but provided that the Directors may after such revocation, variation or expiry allot shares pursuant to an offer or agreement so to do made by the Company prior to such revocation or variation or expiry which the Company, by this authority, is allowed to make or enter into. This authority is in substitution for all subsisting authorities, to the extent unused.

SPECIAL RESOLUTIONS

- 2 THAT the Company adopt new Articles of Association in the form of the draft Articles of Association attached to this special written resolution and signed for the purpose of identification by a Director of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

- 3 THAT the Directors be and are hereby empowered pursuant to Section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the authority conferred by resolution 1 as if Section 561(1) of the Act does not apply to such an allotment, on the basis that this power shall be limited to any allotment made pursuant to the authority conferred on the Directors by resolution 1. This power shall cease to have effect when the authority conferred by resolution 1 is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

DocuSigned by:

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Director