

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**GROUP HOLDCO 1 LIMITED**

(the “**Company**”)

(company number: 13868078)

21 October 2022 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the resolution be passed as a special resolution (the “**Resolution**”) of the Company.

The Resolution is passed by the members of the Company who, on the Circulation Date, are the only persons entitled to vote on the Resolution.

**SPECIAL RESOLUTION**

1. **THAT** the draft articles of association attached to this Resolution be adopted as the articles of 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 the Resolution.

The undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolution:

Hg Incorporations  
Limited

Date:

.....	<div>DocuSigned by:  E2ABE06654024CA...</div>	.....	<div>DocuSigned by:  00A442C70D5644C...</div>	.....
	31 October 2022		31 October 2022	

## NOTES

1. If you agree to the above Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - **Post:** returning the signed copy by post to FAO Kikelomo Lawal, Proskauer Rose (UK) LLP, 110 Bishopsgate EC2N 4AY.
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [klawal@proskauer.com](mailto:klawal@proskauer.com). Please type "Project Endor: UK HoldCo Shareholder Resolution 2022" in the email subject box.
  - **Electronic signature:** by returning a copy of the electronically signed document to the sender via the DocuSign platform.
2. If you do not agree to 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. Unless, within 28 days of the Circulation Date, sufficient agreement is received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this 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.

As adopted by special resolution on 31 October 2022

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**Articles of Association of Group HoldCo 1 Limited**

RELATING TO

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

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Proskauer >

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of

Group HoldCo 1 Limited (the “**Company**”)

(as adopted by special resolution)

**1. INTERPRETATION**

**1.1 DEFINED TERMS**

1.1.1 The model articles for private companies (as set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 SI No 3229) (the “**Model Articles**”) shall apply to the Company, except to the extent that they are excluded or modified by these articles, to the exclusion of all other model articles and regulations.

1.1.2 Model Articles 5, 6, 10(2), 11(2), 12, 13, 14, 19 and 20 do not apply to the Company.

1.1.3 In these Articles, unless the context requires otherwise, the words and expressions set out below shall have the following meanings:

“**Act**” the Companies Act 2006

“**Ordinary Shares**” ordinary shares of £1.00 each in the capital of the Company

“**Senior Partner**” the employee of the Company’s group with the title of Senior Partner / Executive Chair

“**shares**” the Ordinary Shares and any other shares in the capital of the Company from time to time

“**shareholder**” the person who is the holder of the shares

1.1.4 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.1.5 References to persons in these articles will, in addition to natural persons, include bodies corporate, partnerships and unincorporated associations.

**2. DIRECTORS’ POWERS AND RESPONSIBILITIES**

**Decision-making by directors**

## **2.1 PARTICIPATION IN DIRECTORS' MEETINGS**

Model Article 10(1)(a) shall be modified by the deletion of the words “in accordance with the articles” and the addition of the words “either at a physical meeting, by phone or by email” after the words “the meeting has been called and takes place”.

## **2.2 QUORUM FOR DIRECTORS' MEETINGS**

The quorum necessary for the transaction of any business of the board shall be the presence of at least three directors.

## **2.3 CHAIRING OF DIRECTORS' MEETINGS**

The Senior Partner shall be appointed to chair directors' meetings.

## **2.4 CONFLICTS OF INTEREST**

*Permissible interests subject to disclosure*

2.4.1 Save as expressly permitted by these Articles or as set out below, a director may not have a direct or indirect interest which to a material extent conflicts or may conflict with the interests of the Company.

2.4.2 If, notwithstanding the prohibition in Article 2.4.1, a director discloses any material direct or indirect interest in accordance with Article 2.4.3, they may:

- (a) be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is or may otherwise be interested;
- (b) be interested in another body corporate promoted by the Company or in which the Company is otherwise interested. In particular, the director may be a director, secretary or officer of, or employed by, or be a party to any transaction or arrangement with, or otherwise interested in, that other body corporate.

2.4.3 The disclosure required by Article 2.4.2 must be achieved by the interested director disclosing the nature and extent of their direct or indirect interest in a transaction or arrangement or series of transactions or arrangements with the Company or in which the Company has any material interest.

2.4.4 If a director has disclosed their interest in accordance with Article 2.4.2, then they shall not, by reason only of their office, be accountable to the Company for any benefit which they derive from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

*Notification of interests*

2.4.5 For the purposes of this Article 2.4, a director shall be taken to have sufficiently disclosed the nature and extent of any material interest in a transaction or arrangement if:

- (a) the director gives a general notice to the board that a specific person or class of persons has an interest, of the nature and extent specified in the notice, in a transaction or arrangement; and
- (b) the director meets the description of the specified person or class of persons.

- 2.4.6 A director shall not be treated as having an interest in a transaction or arrangement if they have no knowledge of that interest and it is unreasonable to expect the director to have that knowledge.

*Voting where a director is interested in a matter*

- 2.4.7 A director may vote at a meeting of directors on any resolution concerning a matter in which that director has an interest or duty, whether directly or indirectly, so long as that director discloses any material interest pursuant to these Articles. The director shall be counted towards a quorum of those present at the meeting. If the director votes on the resolution, their vote shall be counted.
- 2.4.8 Notwithstanding the provisions of this Article 2.4, no director shall be entitled to participate in any discussions or directors' meeting or otherwise and including for voting and quorum purposes, to the extent such discussions or directors' meeting concern (i) the termination of such director's status as an employee of the Company, or (ii) the compensation, remuneration or benefits of such director, and such director shall absent themselves from any such discussions or directors' meetings and exclude themselves from all documents or information made available to the directors generally in relation to such matters.

**Appointment of directors**

**2.5 METHODS OF APPOINTING DIRECTORS**

Model Article 17(1) shall be deleted in its entirety and replaced with "The shareholder, in its sole discretion, shall be entitled to appoint such number of directors as is deemed appropriate from time to time".