

Company number 14120040

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBERS' WRITTEN RESOLUTION**  
**OF**  
**BIRCHWOOD REAL ESTATE CAPITAL LIMITED**  
**(the "Company")**

**Date:** 21/11/22 ("Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution which is proposed as a special resolution (the "**resolution**"):

**SPECIAL RESOLUTION**

**THAT** with immediate effect, article 8.1 of the articles of association of the Company be deleted in its entirety and replaced with the following new article 8.1:

***Quorum for directors' meetings***

*8.1 The quorum for the transaction of the business of the directors shall be three directors. A person who holds office only as an alternate director shall, if he is present but his appointor is not, be counted in the quorum for the transaction of the business of the directors.*

Please read the notes below before signifying your agreement to the resolution.

The undersigned, being the sole person entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the resolution.

Signed by

for and on behalf of  
**W. R. BERKLEY CORPORATION**

Date: 21 November 2022

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DocuSigned by:  
*Richard Baio*  
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COMPANIES HOUSE

## Notes

- 1 Once you have indicated your agreement to the resolution you may not revoke your agreement.
- 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 For the resolution to be passed, you must consent to the resolution being passed during the period of 28 days beginning on the Circulation Date.
- 4 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.
- 5 For a special resolution to be passed, members representing 75 per cent. of the total voting rights of eligible members of the Company must consent to the resolution being passed by the end of the period of 28 days beginning with the Circulation Date.