

**Company Number: 14236520**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE SHAREHOLDERS**

**Of**

**JML HOLDCO LIMITED (the "Company")**

**Circulation Date .....<sup>25 August</sup> 2022**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as special resolutions (together the "**Resolutions**"):

**ORDINARY RESOLUTIONS**

**AUTHORITY TO ALLOT**

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot:

1.1 Ordinary Shares of £1.00 each in the capital of the Company;

1.2 A Shares of £1.00 each in the capital of the Company;

1.3 B Shares of £1.00 each in the capital of the Company; and

1.4 C Shares of £1.00 each in the capital of the Company,

up to a total aggregate nominal amount of £12,499,99, each having the respective rights and subject to the respective restrictions set out in the articles of association adopted pursuant to Resolution 3. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**DISAPPLICATION OF PRE-EMPTION RIGHTS**

2. **THAT**, in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £12,499,999 as if section 561 of the Act did not apply to any such allotment.

## **SPECIAL RESOLUTION**

### **AMENDING ARTICLES OF ASSOCIATION**

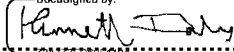
3. **THAT** the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

### **AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by **KENNETH DALY**

DocuSigned by:  
  
.....  
(Signature)

Date:

..... 25 August 2022 .....

## NOTES

1. If you agree to the 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 methods:
  - **Post:** returning the signed copy by post to Jane Gill, Chiswick Green, 610 Chiswick High Road, Chiswick, London W4 5RU.
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [Jane.Gill@jmlgroup.co.uk](mailto:Jane.Gill@jmlgroup.co.uk) Please enter "Written resolution of JML Holdco Ltd" in the email subject box.
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. Where, by 28 days from the Circulation Date, insufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to this Resolution, please indicate your agreement and notify us as soon as possible.
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.