

Company No. 14261803

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF BPG GRACECHURCH LIMITED (the "Company")

On **8th November 2023** the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTION

That the provisions of the Articles of Association of the Company be altered by the insertion of a new article 54 immediately after the existing article 53 as follows:

"54 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

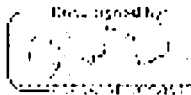
54.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (the "**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or*
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

54.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent (not to be unreasonably withheld or delayed) of (or on behalf of) all (if any) Secured Institutions (as defined in Article 54.1 (a) above).

54.3 *The directors of the company may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution."*

Signature: 

 Alexander Tarlo

Name:

A director for and on behalf of **BPG Gracechurch Limited**

Date: 8th November 2023