

Company Number: 14602558

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS
of
KERB GROUP LIMITED
(the Company)

Circulated on.....31 March 2023..... (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

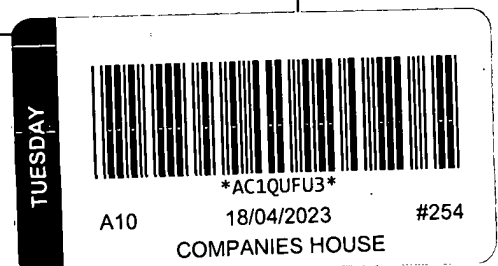
SPECIAL RESOLUTION

1. **THAT**, with effect from this Resolution being passed the draft articles of association attached to this Resolution be adopted as the articles of association of the Company (the **New Articles**) in substitution for, and to the exclusion of, the Company's existing articles of association.
2. **THAT**, subject to passing Resolution 1 above, in accordance with Article 23.3 of the New Articles, the pre-emption rights in Articles 23.3 to 23.7 be waived in respect of any A ordinary shares of £0.01 each (**A Shares**), C ordinary shares of £0.01 each (**C Shares**) and D ordinary shares of £0.01 each (**D Shares**) allotted or Rights granted pursuant to Resolution 5 below.

ORDINARY RESOLUTION

3. **THAT**, the 1 ordinary share of £1.00 in the capital of the Company (being the entire issued share capital of the Company prior to the allotment of shares at Resolution 5 below) be subdivided into 100 ordinary shares of £0.01 each (**Ordinary Shares**).
4. **THAT**, subject to passing Resolution 3 above, the 1 Ordinary Share (being the entire issued share capital of the Company prior to the allotment of shares at Resolution 5 below) be re-designated as 1 A Share, having the rights and restrictions as set out in the New Articles to be adopted at Resolution 1 above.
5. **THAT**, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for and to convert any security into shares in the Company (**Rights**) in respect of the share classes and up to the relevant aggregate nominal amounts as set out in the following table:

Share class	Maximum aggregate nominal amount
A Shares	£330.50



C Shares	£296.00
D Shares	£245.00

This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of passing this Resolution except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of that offer or agreement as if the authority had not expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act to the extent not utilised at the date it is passed.

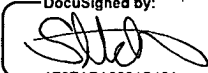
Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

I, being the sole person entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

SIGNED by SIMON MITCHELL

Signature

DocuSigned by:

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Date on which Resolution is passed..... 31 March 2023

Notes:

1. *If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:*
 - 1.1 *by hand or post to Emma Webb; or*
 - 1.2 *by attaching a scanned copy of the signed document and sending it to emma.webb@mishcon.com; or*
 - 1.3 *by returning the DocuSign envelope containing the signed resolutions if arranged with Emma Webb to be sent to you in this way – you do this by clicking "Finish" after signing the resolution in DocuSign.*

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

By returning the document to the person as set out at 1 above you irrevocably confirm that she or any person she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. *Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.*
3. *The Resolutions will lapse if your agreement to them has not been received by the Company within 28 days of the Circulation Date.*
4. *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.*
5. *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.*