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Company No: SC484003

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LIONEL BIDCO LIMITED

(the “**Company**”)

The following resolutions were passed as ordinary resolutions on 8 September 2023 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”).

1. THAT the directors be and hereby are generally and unconditionally authorised for the purposes of Section 551 of the Act to allot relevant shares and grant rights to subscribe for, or to convert any security into shares on the basis that:
 - a. the maximum amount of the relevant securities to be allotted pursuant to this authority shall be 1,670,000 Ordinary Shares of £1.00 each in the capital of the Company each with the rights and privileges as set out in the new articles of association of the Company; and
 - b. this authority shall expire, unless sooner revoked or varied, on the expiry of the period of five years from the date of the passing of this resolution,

but provided that the directors may after such revocation, variation or expiry allot shares pursuant to an offer or agreement so to do made by the Company prior to such revocation or variation or expiry which the Company, by this authority, is allowed to make or enter into. This authority is in substitution for all subsisting authorities, to the extent unused.

2. THAT in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment.

It is subscribed for and on behalf of the Company as undernoted

Director of **LIONEL BIDCO LIMITED**

DocuSigned by:

Fraser Moore

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Date

8 September 2023