

Company No: 00718151

WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS

of

FRASERS GROUP FINANCIAL SERVICES LIMITED

(the Company)

CIRCULATION DATE: 19 October 2023 (the Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special and ordinary resolutions (Resolutions).

SPECIAL RESOLUTION

THAT the Articles of Association in the form of the draft annexed hereto (the New Articles) be adopted as the Articles of the Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

ORDINARY RESOLUTION

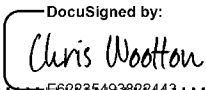
THAT, subject to the passing of the special resolution above, the directors of the Company be authorised in accordance with article 36 of the New Articles to capitalise the £27,349,000 amount standing to the credit of the capital contribution reserve by way of bonus issue and that the directors of the Company be and are hereby authorised to apply such sum in paying up in full 27,349,000 ordinary shares of £1 each in the capital of the Company (the class of which is approved and shall rank pari passu with the existing ordinary shares in the capital of the Company in all respects) and the directors of the Company are hereby directed to allot and issue such shares, credited as fully paid up, to Frasers Group plc, the sole shareholder of the Company.

AGREEMENT

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

[Signature page follows]

The undersigned, being the sole shareholder of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

DocuSigned by:

.....E62235493822443.....

Chris Wootton
Name:
for and on behalf of
Fraser's Group plc

Date of signature: 19 October 2023

Notes

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless within the period of 28 days from and including the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.