

WRITTEN RESOLUTION OF SOLE MEMBER

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

The sole member of **ORBACH AND CHAMBERS LIMITED**, a private limited company incorporated under the laws of England and Wales with company number 00969186 (the "**Company**")

(Circulated on 22 February 2024)

Pursuant to the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") have proposed that the following resolution be passed as a special resolution of the Company (the "**Resolution**").

WE, the undersigned, being the sole eligible member of the Company (within the meaning of section 289(1) of the Act), hereby **RESOLVE** and agree, pursuant to section 283 of the Act, that the Resolution below be passed as a special resolution, being for all purposes as valid and effective as if passed as a special resolution at a general meeting of the Company:

SPECIAL RESOLUTION

THAT, in accordance with section 21 of the Act, the articles of association of the Company be amended such that the text set out in Schedule 1 of this written resolution be included as a new article 49A of the articles of association of the Company and by deleting all the provisions that were contained within the Company's memorandum of association prior to 1 October 2009 which, by virtue of the Companies Act 2006, have been treated as provisions of the Company's articles of association since 1 October 2009

AGREEMENT

The undersigned, being the sole eligible member entitled to vote on the Resolution on the date hereof, hereby irrevocably agree to the Resolution being passed.

SCHEDULE 1
AMENDED ARTICLES

49A

- (a) "Notwithstanding anything contained in these articles or otherwise:
- (i) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution (as defined below); and
 - (ii) the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:
 - (A) in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a "Financial Institution") to which or whom or by which or whom, such shares are being transferred by way of security (whether such Financial Institution is acting as agent, trustee or otherwise);
 - (B) duly executed by a Financial Institution to which or whom or by which or whom, such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred pursuant to a power of sale or other power under any security document which creates any security interest over such shares;
 - (C) delivered to the company for registration by a Financial Institution in order to perfect its security over such shares; and/or
 - (D) duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares.
- (b) For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.
- (c) Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article. "

Company No: 00969186

Signed by **DIRECTOR** for and on behalf of
CROSSRAIL BIDCO LIMITED

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Name: 

Laura Alexander

Dated: 22 February 2024

Time: 22:00