

Private Company Limited by Shares

WRITTEN RESOLUTION

of

BRIGHTON & HOVE ALBION HOLDINGS LIMITED
(the Company)

Circulated on 20 October 2023 (the **Circulation Date**)

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolutions be passed (**Resolutions**):

ORDINARY RESOLUTIONS

1. **THAT** conditional on the passing of Resolution 3, a new class of redeemable C shares of £0.01 each (**C Shares**) be and is hereby created having the rights and being subject to the restrictions set out in the articles of association of the Company (**Articles**) (**C Share Rights**) as amended pursuant to Resolution 3 below.
2. **THAT** conditional on the passing of Resolutions 1 and 3, in accordance with section 551 of the Act, the directors be general authorised to allot up to 30 C Shares to any member or former member of the Company. The authority given under this resolution shall be in addition to the authority set out in article 3.1 of the Articles and expire on the fifth anniversary from the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date).

SPECIAL RESOLUTIONS

3. **THAT** conditional on the passing of Resolution 1, the Articles be amended by making the amendments set out in Schedule 1 to these Resolutions.
4. **THAT** conditional on the passing of all of the Resolutions above, in accordance with article 3.2 of the Articles, the Directors be empowered to allot the C Shares pursuant to the authority conferred upon them by Resolution 2 above as if the pre-emption rights contained in article 3.2 of the Articles did not apply to any such allotment **PROVIDED THAT** such authority and power shall expire on the fifth anniversary of the date that this Resolution is duly passed (unless renewed, varied or revoked by the Company prior to or on that date).

Signature page follows

AGREEMENT

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

The undersigned, being a person entitled to vote on the above Resolutions on the circulation date stated above, hereby irrevocably agrees to the Resolutions set out above.



Company Number: 02849319

Signed by:

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Date:2023

NOTES

- 1 If you agree to all the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - by hand – by delivering the signed copy to Lloyd Thomas at the Company's registered office; or
 - by post – by returning the signed copy by post to Lloyd Thomas at the Company's registered office; or
 - by email – by attaching a scanned copy of the signed document to an email and sending it to Lloyd.Thomas@brightonandhovealbion.com.
- 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 all the Resolutions, you may not revoke your agreement.
- 4 Unless within 28 days of the Circulation Date sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to all the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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.

Schedule 1 (Amendments to the Articles to be made pursuant to Resolution 3)

- 1) The deletion of the existing article 2.2 in its entirety and the insertion of the following new article 2.2:

The Company's share capital shall consist of ordinary shares of £1.00 each and C Shares (as defined in Article 93).

- 2) The insertion of the underlined wording below to article 23.8:

Any transfer of a share by way of sale which is required to be made under Articles 25 (Pre-emption), 23.7 and 26.1 will be deemed to include a warranty that the transferor sells with full title guarantee.

- 3) The insertion of the following as a new article 93:

93 C Shares

93.1 *For the purposes of this Article 93, **C Shares** means redeemable C shares of £0.01 each in the capital of the company with the rights and restrictions set out in this Article 93.*

93.2 *The rights (**C Share Rights**) attached to the C Shares shall be as follows:*

93.2.1 the holders of C Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;

93.2.2 the holders of C Shares shall have no right to receive any dividend or other distribution declared made or paid by the Company;

93.2.3 holders of C Shares shall not be entitled to any return of capital in a liquidation or winding up or any other return of capital declared made or paid by the Company other than a sum equal to the nominal amount paid on each C Share after the rights of the holders of the shares (other than the C Shares) have been discharged in full and a sum of £10,000,000 has been paid in respect of each share (other than the C Shares) in issue at the time of such return of capital; and

93.2.4 the Company may at its option at any time after the creation of any C Shares redeem or cancel (in accordance with the Act) all or any of the C Shares then in issue, at a price not exceeding £0.01 per C Share,

and for the avoidance of doubt all other provisions of these Articles including, without limitation, articles 31, 32, 34, 47 and 48 shall be construed accordingly and the rights and restrictions attaching to the Company's ordinary shares of £1.00 shall not be varied, amended or affected in any way by the C Shares or the C Rights.