

Company Number: 15382547

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of the sole member of

BELFRY MIDCO LIMITED

(the “Company”)

Circulation Date: 15 April 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the directors of the Company (the “Directors”) propose that: (i) resolution 1 below is passed as an ordinary resolution (the “Ordinary Resolution”) and (ii) resolution 2 below is passed as a special resolution (the “Special Resolution”). The Special Resolution and the Ordinary Resolution together, the “Resolutions”.

To be passed, (i) the Special Resolution must be passed by the sole member who will necessarily represent not less than 75% of the total voting rights of eligible members; and (ii) the Ordinary Resolution must be passed by the sole member who will necessarily represent a simple majority of the total voting rights of eligible members.

RESOLUTION 1 (ORDINARY RESOLUTION)

1. THAT, in accordance with section 618 of the Act, the one hundred (100) ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into ten thousand (10,000) ordinary shares of £0.01 each, having the rights and being subject to the restrictions set out in the articles of association of the Company (the “Ordinary Shares”).


RESOLUTION 2 (SPECIAL RESOLUTION)

2. THAT the articles of association in the form attached hereto (the “New Articles”) be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

AGREEMENT

Please read the notes accompanying this document before signifying your agreement to the Resolutions.

The undersigned, being the sole eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

DocuSigned by:

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Belfry Topco Limited


Director

Date: 15 April 2024

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning it to the Company in hard copy or electronic form.
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. Your agreement to the Resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the Resolutions to pass then the Resolutions will lapse.
6. A copy of these Resolutions has been sent to the auditors.

The above Resolutions were passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 15 April 2024, the signatories being duly authorised to sign the written resolutions on behalf of the sole member of the Company.

DocuSigned by:

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Belfry Midco Limited

Director