

Company Number 08478238

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WELLESLEY GROUP INVESTORS **LIMITED** (the “Company”)

Circulation Date: 17th May 2022 (“**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the “Resolution”).

SPECIAL RESOLUTION

1 That the share capital of the Company be reduced as a result of cancelling and extinguishing:

1.1 20,551 growth shares of £0.10 each registered in the name of Wellesley Nominees Limited;

1.2 500 convertible preferred shares of £100.00 each registered in the name of J Stambord; and

1.3 600 convertible preferred shares of £100.00 each registered in the name of J Lugard and F Simons,

and the amount by which the share capital is so reduced be repaid to the holders of those shares.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby agree to the Resolution.

Signature:

DocuSigned by:
Garret Graham The Earl of Cowley
ADGB2ECA1BGB440.....

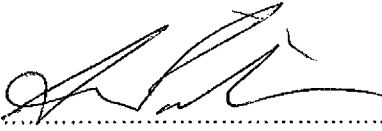
Graham Wellesley

5/17/2022

Date:

.....

Signature:



.....

For and on behalf of Chalet Valentine Limited

Date:

17/5/2022
.....

Signature:

.....

Andrew Turnbull

Date:

.....

Signature:

.....

Anthony Fane

Date:

.....

Signature:

.....

Michael Dudley

Date:

.....

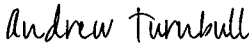
Signature:

For and on behalf of Chalet Valentine Limited

Date:

Signature:

DocuSigned by:



A72FF6795BCE448...

.....

Andrew Turnbull

5/17/2022

Date:

Signature:

Anthony Fane

Date:

Signature:

Michael Dudley

Date:

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolution by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolution; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 by electronic signature;
 - 1.2.2 by e-mail: by sending a scanned copy of the signed and dated Resolution to aturnbull@wellesley.co.uk; or
 - 1.2.3 by post: by returning the signed and dated Resolution by post to the Company's registered office address.
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.