

CROUDACE PROPERTIES LIMITED
Company No. 00469394
(the Company)

Written resolutions of the members of the Company

Circulation Date: 27th September 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary resolutions or special resolutions of the Company (as indicated below) (the **Resolutions**).

ORDINARY RESOLUTIONS

- 1 THAT it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into:
 - 1.1 all of the documents defined or referred to in paragraphs 3.1, 6.1.1, 6.1.2, 6.1.3 and 6.1.4 of the minutes of a meeting of the board of directors of the Company on 27th September 2023;
 - 1.2 a director's certificate in relation to the documents referred to in paragraph 1.1;

(together the documents specified in paragraphs 1.1 and 1.2 inclusive being the **Documents** and each a **Document**); and
 - 1.3 any ancillary or related documents, acts, deeds, requests, certificates, notices or other documents to be entered into in connection with the Documents (the **Ancillary Documents**).
- 2 THAT the terms of, the transactions contemplated by, and the execution, delivery and performance of the Documents and any Ancillary Documents are hereby approved.
- 3 THAT any director of the Company be authorised to cause the execution and delivery of the Documents and any Ancillary Documents with such amendments as they may approve at their discretion.
- 4 THAT the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any Ancillary Documents as they shall deem necessary or appropriate and any action taken by any director of the Company in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby ratified, confirmed and approved in their entirety.



- 5 THAT any acts done or documents executed pursuant to any of the forgoing resolutions shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the forgoing resolutions).

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended so that Article 26(7)(a) reads as follows:

"Notwithstanding anything to the contrary contained in these Articles, where the Company's parent undertaking is under a contractual obligation to transfer its holding to a Secured Institution (as defined in Article 26(6) above), the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share)

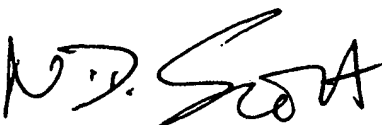
- (a) to a Secured Institution;
- (b) delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or
- (c) executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise."

Agreement

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

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

Print Name	Signature	Date
NEIL SCOTT As a director for and on behalf of Croudace Investment Group Limited		27/09/2023

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to The Company Secretary, Croudace Properties Ltd, 36 Frederick Place, Brighton, BN1 4EA.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless by 28 days beginning with, twenty-eight days following the Circulation Date, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.