

**Company Number: 00488961**

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

**Of**

**VACULUG LIMITED**

**Dated 8 November 2023**

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution:

**SPECIAL RESOLUTION**

**AMENDING ARTICLES OF ASSOCIATION**

THAT the articles of association of the Company be amended by inserting the following at Article 19A

19A. The Directors of the Company are to promote the success of the Company:

- a. for the benefit of its members as a whole; and
- b. through its business and operations, to have a material positive impact on
  - (i) society and
  - (ii) the environment, taken as a whole.

19B. A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in paragraph (19A) above, and in doing so shall have regard (amongst other matters) to:

- a. the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any affected stakeholders,
- b. the interests of the Company's employees,
- c. the need to foster the Company's business relationships with suppliers, customers and others,
- d. the impact of the Company's operations on the community and the environment and on affected stakeholders,

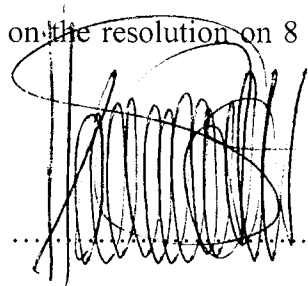
- e. the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and
  - f. the need to act fairly as between members of the Company, (together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests" and each a "Stakeholder Interest").
- 19C. For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.
- 19D. Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
- 19E. The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.

## **AGREEMENT**

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

The undersigned being all persons entitled to vote on the resolution on 8 November 2023, hereby irrevocably agree to the resolution.

Signed by Harjeev Singh Kandhari,  
a director of Grantham Capital Limited



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Date 8 November 2023

NOTES:

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or post to the Company.
2. If you do not agree with the resolution, you do not need to do anything: you will be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning on the date of the resolution as set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.