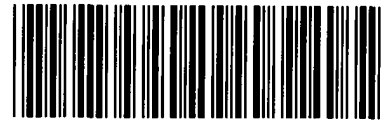


Company number: 00499256

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

S.G. BALDWIN LIMITED

(the "**Company**")

Circulated on 20 April 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as special resolutions (together, the "**Resolutions**")

SPECIAL RESOLUTIONS

1. "**THAT**, in accordance with sections 630 and 636 of the Act, the rights of the issued 3,500 4% redeemable cumulative preference shares with a nominal value of £1.00 each be and hereby are varied and reclassified to 3,500 ordinary shares with a nominal value of £1.00 each (the "**New Shares**") with such New Shares ranking pari passu to the existing issued ordinary shares with a nominal value of £1.00 each in the capital of the Company; and
2. "**THAT**, subject to and conditional upon resolution 1 being approved, pursuant to section 21 of the Act, the articles of association attached to the Resolutions are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company."

AGREEMENT

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

We, the undersigned, being the sole shareholder of all the issued ordinary and preference shares in the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably sanction and consent to each and every modification, variation, abrogation or surrender of the rights and privileges attaching to the cumulative preference stock as will or may be involved in or effected by pursuant to the each of the Resolutions and agree that each of the Resolutions be passed as a written resolution pursuant to section 288 of the Act and shall take effect as special resolutions.

DocuSigned by:

Ruth Button

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For and on behalf of

Tilcon Holdings Limited

Dated: 20 April 2023

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
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 the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.