

Company Number: 00793577

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
PENTLAND GROUP LIMITED
(the "Company")

Circulated on 2 November 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that resolution numbered 1 is passed as a special resolution and resolution number 2 is passed as an ordinary resolution and as class consent of the Company (the "Resolutions").

SPECIAL RESOLUTION

1 **THAT**, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

2 **THAT** 69,325,988 issued A ordinary shares of £0.10 each in the capital of the Company be and is hereby redesignated as ordinary shares of £0.10 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.

AGREEMENT

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

We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as ordinary and special resolutions.

SATURDAY



A04 20/11/2021 #179
COMPANIES HOUSE

COMPANIES HOUSE



Name: Tim Cullen

for and on behalf of

Pentland Investment Holdings Limited

Date: 2 November 2021

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. 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.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless sufficient agreement has been received for the Resolutions to be passed within 28 days of the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.