

Company number 03198530

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHERWELL GROUP LTD (**Company**)

Circulation Date: 2 March 2021

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 be passed as an ordinary resolution and resolution 2 be passed as a special resolution (the **Resolutions**).

ORDINARY RESOLUTION

1. That the 87 A ordinary shares of £1.00 each and the 13 B ordinary shares of £1.00 each in the capital of the Company be and are hereby redesignated as 100 ordinary shares of £1.00 each having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 2.

SPECIAL RESOLUTION

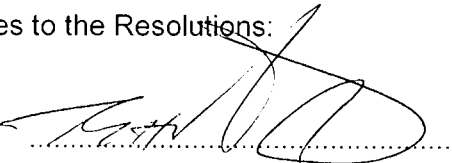
2. That the draft form of articles of association attached to these Resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

AGREEMENT

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

The undersigned, the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by a director of CHERWELL
HOLROYD LTD



Date

2 March 2021

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 by post to a director of the Company at the Company's registered office address.

You may not return the Resolutions to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless by the 28th day following the Circulation Date sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.