

Company no. 03398001

The Companies Act 2006

Private company limited by shares

Written resolution

of

Ralph Martindale (England) Limited

19 December 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Ralph Martindale (England) Limited (the "**Company**") propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

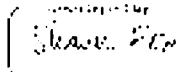
Special Resolution:

1. That the capital of the Company be and is reduced by cancelling 249,999 of the ordinary shares of £1.00 each in the capital of the Company, each of which is issued as fully paid, with the amount by which the share capital is so cancelled being credited to the distributable reserves of the Company.

Important:

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

The undersigned, being the person entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agree to such Special Resolution.


Signed:
duly authorised signatory
for and on behalf of
Ralph Martindale and Company Limited

Number of ordinary shares: 250,000

Date:19 December 2023....

Notes

1. A solvency statement by the directors of the Company dated 18 December 2023 made pursuant to Section 643, Companies Act 2006 is attached (the "**Solvency Statement**")
2. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Company Secretary, Crocodile House, Strawberry Lane, Willenhall, West Midlands, WV13 3RS).
 - By post (by returning the signed copy to Company Secretary, Crocodile House, Strawberry Lane, Willenhall, West Midlands, WV13 3RS).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to Shaun Fox (sfox@ralphmartindale.com). Please enter "Written resolution of Ralph Martindale (England) Limited" in the email subject box.
3. The Special Resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). **In order to be effective sufficient votes to pass the resolution must have been cast within 15 days of the date of the Solvency Statement.** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Special Resolution.
4. Once you have signified your agreement to the Special Resolution such agreement cannot be revoked.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.