

Company number: 03413916

The Companies Act 2006

Company limited by shares

Written resolutions

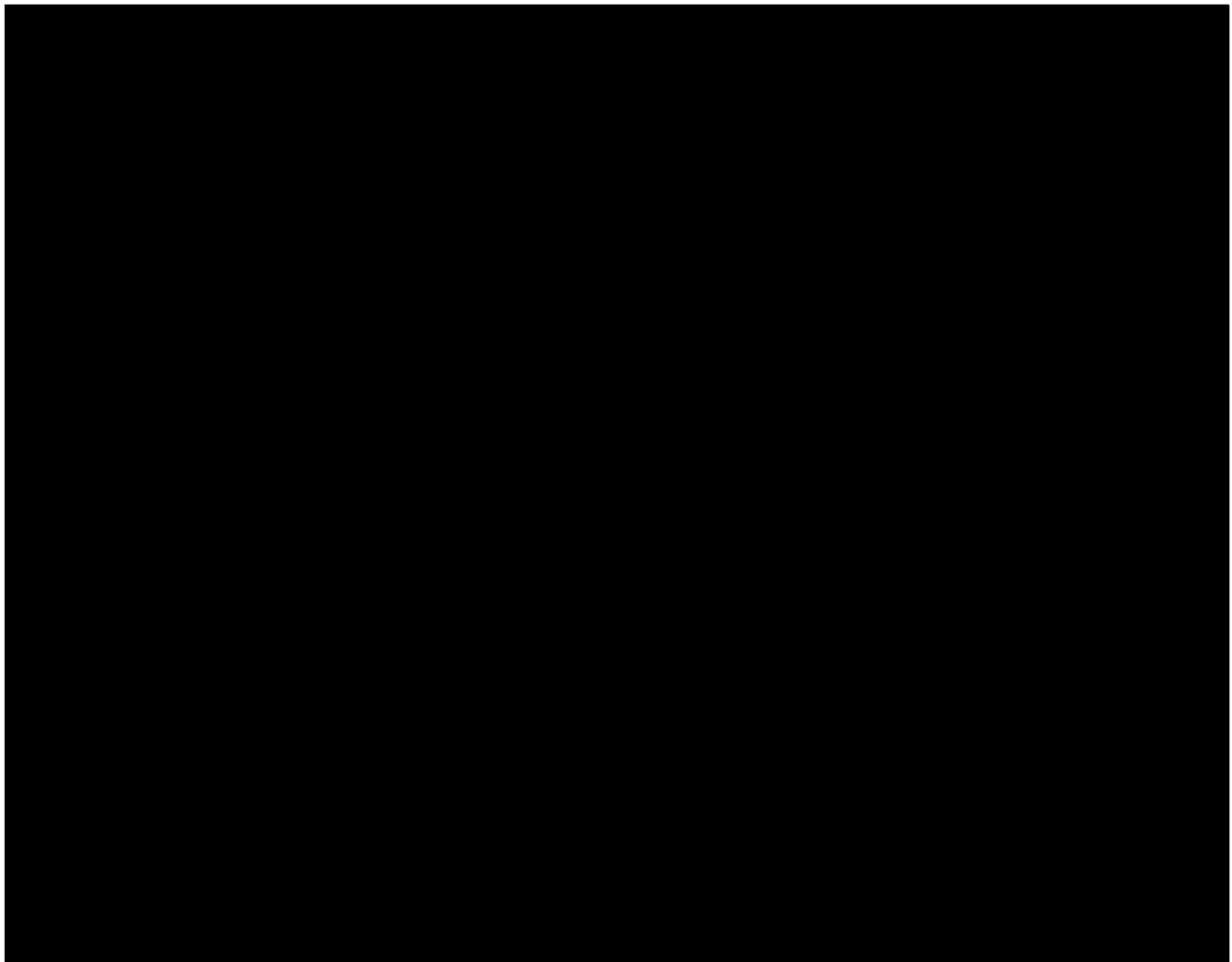
of

DJH Mitten Clarke Manchester Limited (the "Company")

.30 October..... 2022 (the "**Circulation Date**")

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass resolutions 1 to 4 as ordinary resolutions, and resolution 5 as a special resolution of the Company.

Ordinary Resolutions



Special Resolution

5. That the articles of association of the Company be altered by the insertion of the following wording as a new article 10.12:

"10.12 Secured Institutions

Notwithstanding anything to the contrary contained in these articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is a fully paid share), nor shall any transfer be deemed to be ineffective, where such transfer is:

10.12.1 to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "**secured institution**") to which such share has been mortgaged or charged by way of security, or to a nominee of such secured institution pursuant to any such security (a "**nominee**");

10.12.2 is delivered to the Company for registration by a secured institution or its nominee in order to perfect its security over the shares;

10.12.3 executed by a secured institution or a nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or

10.12.4 executed by a receiver or manager appointed by or on behalf of any secured institution or a nominee under any such security,

and furthermore, notwithstanding anything to the contrary contained in these articles, no:

10.12.5 transferor or proposed transferor of any share to a secured institution or nominee;

10.12.6 secured institution or nominee as transferor or proposed transferor; or


10.12.7 receiver or manager appointed by or on behalf of a secured institution or nominee as transferor or proposed transferor,

shall be required to offer any share that is the subject of any such transfer or proposed transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise to require any such share to be transferred to it, whether for consideration or not."

Important:

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date (see *Notes 7 and 8 below*), hereby irrevocably agrees to the Resolutions.

DocuSigned by:

.....C76179F2001B463.....

Duly authorised signatory

for and on behalf of

Lloyd Piggott Holdings Limited

Date: 30 October 2022

IMPORTANT

Notes to members about the proposed Resolution

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to members on 30 October 2022 (Circulation Date).
- 3 Eligible members are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some 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 using one of the following methods:
 - By hand (by delivering the signed copy to Osborne Clarke LLP, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Oliver Dawson).
 - By post (by returning the signed copy to Osborne Clarke LLP, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Oliver Dawson).
 - By email (by returning the signed copy to oliver.dawson@osborneclarke.com).
 - Electronically, by returning the signed copy to the Company's lawyers, Osborne Clarke LLP, via the DocuSign signing platform.

Please note that return of this document will not be accepted by fax.

- 5 **The Resolutions will lapse if sufficient votes in favour of them have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolutions, 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 Resolutions.
- 6 Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
- 7 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 8 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 9 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.