

**Company No. 03665423**

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**DIRECT LINE COMMUNICATIONS LIMITED**  
**(THE "COMPANY")**

04 July 2023

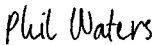
**Circulation Date:**.....

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

**SPECIAL RESOLUTIONS**

- 1      THAT the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
- 2      THAT the draft articles of association annexed hereto 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.

By order of the directors

DocuSigned by:  
  
7B0BBDA39F4G49F.....

Registered no. 03665423

Registered office: Ground Floor, Unit E1 The Chase, John Tate Road, Hertford, Hertfordshire, United Kingdom, SG13 7NN

The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

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

We, the undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

DocuSigned by:  
*Phil Waters*  
Signature: 7B0BBDA39F1C49F.....

Signed by **Paul Wood** acting by his attorney **GRANTCROFT LIMITED** under  
a power of attorney  
05 July 2023  
Date: .....

DocuSigned by:  
*Phil Waters*  
Signature: 7B0BBDA39F1C49F.....

Signed by **Lynne Wood** acting by her attorney **GRANTCROFT LIMITED**  
under a power of attorney  
05 July 2023  
Date: .....

## EXPLANATORY STATEMENT TO MEMBERS

(This explanatory statement is not part of any proposed written resolution.)

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company **by Hand or Post** by delivering the signed copy to the Company's registered office address.

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 end of the period of 28 days beginning with the circulation date set out above, sufficient agreement has been 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.
4. 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.