

Pearl (Moor House) Limited
Company Number: 04209012
Private Company Limited By Shares
(the 'Company')

**WRITTEN SPECIAL RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

Circulated on 7 January 2022 (*the Circulation Date*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution (the "**Resolution**") and that the Resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

THAT the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which would otherwise, by virtue of section 28 Companies Act 2006, be treated as provisions of the Company's Articles of Association.

THAT the Articles of Association, in the form of the print attached to this Resolution, be adopted with immediate effect as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

AGREEMENT

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

Pearl Group Holdings (No.2) Limited, being the sole member of the Company and entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.



Date: 7 January 2022

Signed for and on behalf of
Pearl Group Holdings (No.2) Limited

Notes

In accordance with the Company's Articles of Association, a decision of the directors is taken when all eligible directors indicate their agreement to each respective resolution in writing to the company secretary and/or all of the other directors by either signing a copy of the resolutions or indicating in writing (including by email).

