

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of BONHAMS
HOLDINGS LIMITED (the "**Company**")

30 April 2024 (the "**Circulation Date**")

The directors of the Company propose that the following written resolutions ("**Resolutions**") be passed as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006.

1. THAT the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 46.6:

*"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") and where the transfer is or is to be:*

- (a) *to a Secured Party or its nominee; or*
- (b) *executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,*


and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts."

2. **THAT** the Articles be amended by inserting the following as a new Article 34.4:

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party;"

Members are advised to read the Statement accompanying these Resolutions before signifying their agreement to the Resolutions.

The undersigned, being the members of the Company entitled to vote on the Resolutions as at the Circulation Date, agree to the Resolutions.

DocuSigned by:

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Duly executed for and on behalf of **Bonhams Brooks PS&N Limited**

Statement accompanying Written Resolutions

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below.
2. This document must be sent to the Company using one of the following methods:
 - (a) by hand: by delivering the signed copy to Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF (for the attention of Alex Bicknell-Cummins and Bridget Polkinghorne);
 - (b) by post: by returning the signed copy to Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF (for the attention of Alex Bicknell-Cummins and Bridget Polkinghorne); or
 - (c) by email: by attaching a scanned copy of the signed document to an email and sending it to abicknell-cummins@mayerbrown.com ; and bpolkinghorne@mayerbrown.com . Please type "Written resolutions of Bonhams Holdings Limited" in the subject box. Please do not use this address for anything other than returning the signed resolutions. Please return the original signed copy to the company by post or by hand in due course.
3. Once you have signified your agreement to the Resolution, that agreement may not be revoked.
4. If you do not agree to the Resolution, you do not need to do anything in relation to this document. You will not be deemed to agree to the Resolution if the Company does not receive a signed copy of this document from you.
5. The Resolution will lapse if they are not passed within a period of 28 days of the Circulation Date ("**lapse date**"). Your agreement to the Resolution will be ineffective if signified after the lapse date, so please ensure that your agreement reaches the Company on or before that date.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority to the Company together with this document.