

Narnain
Registered number: 04700766
("Company")

The Companies Act 2006

Written Resolution of the Members
(Proposed by the Sole Director)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

- I. THAT the articles of association of the Company be and are hereby altered with effect from the date hereof:

- a. By the deletion of the wording in article 34 and the insertion of the following:

Directors to take decisions collectively

34A. — (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 34B.

(2) If—

- (a) the company only has one director for the time being, and
 - (b) no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making. A sole director shall be entitled to exercise all powers and discretions conferred on the directors by the Companies Act 2006 or the articles and nothing in these articles is to be construed as requiring the Company to have more than one director.

Unanimous decisions

34B. —(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting."

- b. By insertion of new article 84:

Procedure for declaring dividends

84.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

We, being the sole member of the Company, hereby signify our irrevocable agreement to the Resolutions.

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On behalf of Cleveland Place Holdings Limited

Date 22 November 2023