

VCP Nominees No 2 Limited
(the “Company”)

Written Resolution of the sole Member of the Company

Circulation date: 11 April 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the Directors propose that the following resolution is passed (the “**Resolution**”). The Resolution is proposed as a special resolution.

Any reference to the “**Articles**” or an “**Article**” in this Resolution is to the Company's Articles of Association.

SPECIAL RESOLUTION

- 1** That Article 1 be deleted in its entirety and replaced with the following provision:

“The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated. Regulations 8, 24, 25 and 26 shall not apply to the Company and other references in Table A to the refusal of directors to register share transfer shall be disregarded”


- 2** 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 2006 Act, are to be treated as provisions of the Company's articles of association.
- 3** That, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Articles 2, 20 and 24 of the articles of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolution on 11 April 2024, hereby irrevocably agrees to all of the Resolution:

Signed by SGS 2020 Limited


.....

Date

11 April 2024
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NOTES:

- 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 in one of the following ways
 - **By Hand:** delivering the signed copy to Braehead Park Investments Limited, 5 Churchill Place, 10th Floor, London, England, E14 5HU.
 - **Post:** returning the signed copy by post to Braehead Park Investments Limited, 5 Churchill Place, 10th Floor, London, England, E14 5HU.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to SGSCoSec@cscgfm.com. Please enter "Written resolution dated 11 April 2024" in the e-mail subject box.
- 2 If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 Unless, by midnight on the date falling 7 days after the circulation date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.