

COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF

Davies Craddock Limited, Company Number 06403519 (the “Company”)

Date: 1st December 2022 (the “Circulation Date”)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose resolutions 1 to 3 inclusive be passed as ordinary resolutions and resolution 4 as a special resolution (together, the “Resolutions”).

ORDINARY RESOLUTIONS

1. THAT the entry by the Company into a deed of accession pursuant to a debenture entered between the Company's parent Lloyd and Whyte Group Limited and Benefact Group Plc (formerly Ecclesiastical Insurance Group Plc) on 30th September 2019 (“the Deed of Accession”) be approved.
2. THAT it would promote the success of the Company for the benefit of its members, and be to the further benefit and advantage of the Company, to enter into the Deed of Accession (including without limitation giving the guarantees contained therein).
3. THAT the terms of the Deed of Accession is hereby approved, subject to such changes as any director or directors of the Company in his or their absolute discretion think fit, and that:
 - 3.1. any director of the Company, acting singly or jointly with other directors of the Company, be and is hereby instructed to take any action in connection with the negotiation, execution, delivery and performance of the Deed of Accession and any documents relating thereto as he shall deem necessary or appropriate; and
 - 3.2. any director of the Company, acting singly or jointly with other directors of the Company, be authorised to do all things necessary in respect of the Deed of Accession, notwithstanding any restriction that might be placed on him under the provisions of the Company's memorandum and articles of association or other constitutional documents, including, without limitation, agreeing the form and terms of the Deed of Accession and any documents relating thereto and executing or ratifying the Deed of Accession and any documents relating thereto that are to be executed by the Company under hand on behalf of the Company or ratified by the Company in the form so agreed.

SPECIAL RESOLUTION

4. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes at the end of this document before signing it.

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

DocuSigned by:

Steve Astley

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Signed by Stephen Astley
For and on behalf of Davies Craddock (Holdings) Limited

NOTES

If you wish to vote in favour of the Resolutions please sign the Resolutions. If you are not in favour of the Resolutions please do not sign. Please then return either the blank document or the signed and dated document to the Company using one of the following methods:

By Hand: delivering the signed copy to The Directors, Affinity House, Bindon Road, Taunton, Somerset, TA2 6AA.

By Post: returning the signed copy by post to The Directors, Affinity House, Bindon Road, Taunton, Somerset, TA2 6AA.

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to the Directors at s.astley@lloydwhyte.com. Please enter "Urgent: written resolutions" in the e-mail subject box. If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Where, by the date being 28 days from the Circulation Date, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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.

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.