

Company Number: 08033029

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ACCESS SYSTEMS (UK) LIMITED

(Company)

26 January 2024

(Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that resolution 1 below be passed as an ordinary resolution, and resolution 2 as a special resolution (together, the **Resolutions**).

ORDINARY RESOLUTION

1. **THAT**, any decisions or actions of Anish Kapoor (as the sole director of the Company) (**Sole Director**) in connection with the Company or otherwise be approved, confirmed and ratified for all purposes notwithstanding that the Sole Director may not have had the authority to exercise any powers of the Company under the articles of association of the Company.

SPECIAL RESOLUTION

2. **THAT**, the articles of association of the Company be amended as follows:
 - 2.1 Article 11 be deleted in its entirety and replaced with the following:

"11. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) Subject to articles 11(4), the quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the shareholders to appoint further directors.

- (4) Notwithstanding any other provision of these Articles, if at any time the Company has only one director in office, the sole director may exercise all the powers conferred by these articles on the directors, and for such time as there is not more than one director there shall be no requirement for a quorum for a meeting of the directors."

Company Number: 08033029

2.2 Article 14(1) shall be amended as follows:-

"If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a directors is interested, that director is not be counted as participating in the decision-making process for quorum or voting purposes unless there is only one director of the company in which case this does not apply".

AGREEMENT

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

The undersigned, being the members of the Company entitled to vote on the Resolution, hereby irrevocably agree to the Resolution:

SIGNED for and on behalf of)
ACCESS SYSTEMS, INC.) *Anish Kapoor*

Date: 26 January 2024

Company Number: 08033029

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **Email:** by attaching a scanned copy of the signed version to an email and sending it to Rachel.Brassey@brabners.com. Please enter "Written Resolution" in the email subject box; or
 - **DocuSign:** by following the instructions set-out in the relevant DocuSign email.

You may not return the Resolutions to the Company by any other method. **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.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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.