

THURSDAY



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09/03/2023

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COMPANIES HOUSE

Company Number: 08502829

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LONRHO HOLDINGS LIMITED

(Company)

16 February 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

~~THAT, conditional on being passed by a board resolution and a solvency statement issued no more than 15 days before this resolution, the share capital of the Company be reduced by US\$167,189,725 from US\$320,229,450 to US\$153,039,725 by cancelling and extinguishing 258,750,000 A ordinary issued shares of \$0.50 each in the Company, each of which is fully paid up, 75,620,000 B ordinary issued shares of \$0.50 each in the Company, each of which is fully paid up and 4,725,000 C ordinary issued shares of \$0.001 each in the Company, each of which is fully paid up.~~ DLA PIPER AMENDMENT.

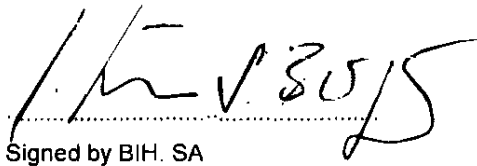
The Company shall reduce the share premium account by US\$35,000,000 which is divided as follows:

Share Premium	Current Total	Reduction	Post Reduction Total
A Class	US\$258,750,000	US\$28,281,338	US\$230,468,662
B Class	US\$61,470,000	US\$6,718,662	US\$54,751,338
Total	US\$320,220,000	US\$35,000,000	US\$285,220,000

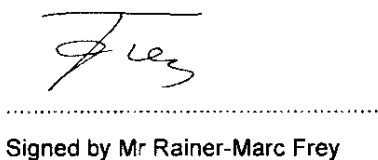
AGREEMENT

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

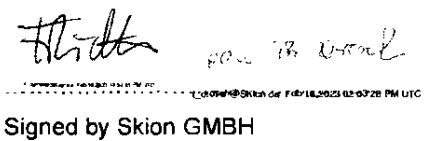
The undersigned, being the persons entitled to vote on the Resolution on 16 February 2023, hereby irrevocably agree to the Resolution:


Signed by BIH. SA

Date: 16.2.2023


Signed by Mr Rainer-Marc Frey

16.2.2023
Date:


Signed by Skion GMBH

16.2.23
Date:

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 by attaching a scanned copy of the signed document to an email and sending it to ashleigh.woolf@lonrho.com.
2. Please type "Written resolutions dated _____ 2023" in the email subject box.
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 the date falling 30 days after the date of circulation of this Resolution, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
6. 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.