

Company Number 08830819

PRIVATE COMPANY LIMITED

BY SHARES

WRITTEN RESOLUTIONS

of

CHALKHILL LIFE HOLDINGS LIMITED
(the "Company")

Circulation Date 10 February 2022 ("Circulation Date")

We, being the sole member of the Company who are entitled to vote on the resolutions set out below, HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, as special resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

Removing restrictions on transfer of shares and removal of pre-emption on shares

THAT a new article 1.17 be inserted after article 1.16 of the Articles of Association of the Company as follows:

"1.17 Model Article 26 shall be amended by:

(a) the insertion of the words "Subject to article 26(6)," at the start of Model Article 26(5);
and

(b) the insertion of a new article 26(6) after Model Article 26(5) as follows:

"26(6) Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

Furthermore, notwithstanding anything to the contrary contained in these Articles:

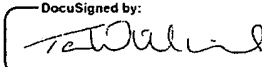
- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred;
- (b) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not."

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions.

Signature

DocuSigned by:

B16A8FA2B521405...
Tom Williams

Print name:

Director duly authorised for and on

behalf of:

DORE HOLD CO LIMITED

Date:

10 February 2022

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company by e-mail: by sending a scanned copy of the signed and dated Resolutions to katherinew@downing.co.uk.
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 5 When agreement to the Resolutions has been received from members representing 75% of the total voting rights (for a special resolution) and more than 50% of the total voting rights (for an ordinary resolution), it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse.
- 6 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.