

Company Number: 08963631

The Companies Act 2006

Private Limited Company

Written resolution

of

Key West (Holdings) Limited (the "Company")

WEDNESDAY



AAGGIDUB

A12

03/11/2021

#59

COMPANIES HOUSE

26 October 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as a special resolution (the "**Special Resolution**") and resolution 2, 3, 4 and 5 are passed as ordinary resolutions (the "**Ordinary Resolutions**") (together, the "**Resolutions**").

Special Resolution:

1. **THAT**, the draft articles of association attached to this resolution (the "**New Articles**") be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

Ordinary Resolutions:

2. **THAT**, each of 8,537 ordinary shares of £1.00 each in the capital of the Company held by Andrew Nisbet on or around the date of these Resolutions be and are hereby redesignated as 8,537 preference shares of £1.00 each in the capital of the Company having the rights and being subjected to the restrictions as set out in the New Articles.
3. **THAT**, each of 88 A ordinary shares of £1.00 each in the capital of the Company held by Joseph Peter Nisbet on or around the date of these Resolutions be and are hereby redesignated as 88 A preference shares of £1.00 each in the capital of the Company having the rights and being subjected to the restrictions as set out in the New Articles.
4. **THAT**, each of 88 B ordinary shares of £1.00 each in the capital of the Company held by Emily Rose Nisbet on or around the date of these Resolutions be and are hereby redesignated as 88 B preference shares of £1.00 each in the capital of the Company having the rights and being subjected to the restrictions as set out in the New Articles.
5. **THAT**, each of 88 C ordinary shares of £1.00 each in the capital of the Company held by Anne Marie Nisbet on or around the date of these Resolutions be and are hereby redesignated as 88 C preference shares of £1.00 each in the capital of the Company having the rights and being subjected to the restrictions as set out in the New Articles.

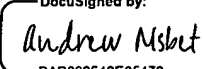
Important:

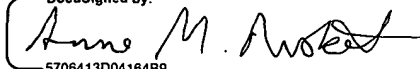
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

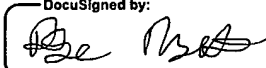
The undersigned, being the persons eligible to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

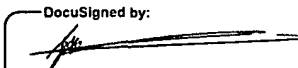
[Execution page follows]

EXECUTION PAGE FOR THE RESOLUTIONS

DocuSigned by:

Signed:BAQ862542E05479.....
Andrew Nisbet
Date: 26 October 2021

DocuSigned by:

Signed:5706413D04164B9.....
Anne Marie Nisbet
Date: 26 October 2021

DocuSigned by:

Signed:99D74E9AE7AC40E.....
Emily Rose Nisbet
Date: 26 October 2021

DocuSigned by:

Signed:102A2E3A5F0F421.....
Joseph Peter Nisbet
Date: 26 October 2021

Notes

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. The resolution will lapse if sufficient votes in favour have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Please ensure your agreement reaches the Company on or before this date. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
3. Once you have signified your agreement to the resolution such agreement cannot be revoked.
4. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
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.
6. If you require any assistance in completing this document, please contact Osborne Clarke LLP.