

Company No: 09008535

Circulation Date: 12 JANUARY 2024

## WRITTEN RESOLUTIONS

of the member of

COPDOCK HALL LTD  
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as special resolutions (the "Resolutions").

The Resolutions are passed by the sole member of the Company who on the circulation date of the Resolutions would have been entitled to vote on the Resolutions.

## SPECIAL RESOLUTIONS

1. THAT the articles of association for the Company be amended by the insertion of a new article to be numbered 1 in the following terms:

### "1 INTRODUCTION

- 1.1 The articles constituting Schedule 1 to the Companies (Model Articles) Regulations 2008 (Model Articles) as amended prior to the date of adoption of these articles shall apply to the company except in so far as they are excluded or varied by these articles. A copy of the Model Articles is annexed to these articles.
- 1.2 Any expression defined in article 1 of the Model Articles shall bear the same meaning in these articles unless the context requires otherwise."

2. THAT the articles of association for the Company be amended by the insertion of a new article to be numbered 2 in the following terms:

### " 2 SECURED INSTITUTIONS

- 2.1 Notwithstanding anything contained in these articles including article 26(5) of the Model Articles (whether by way of or in relation to restrictions on, or conditions applicable to, share transfers, or otherwise), the directors (or director if there is only one) shall not decline to register any transfer of shares nor suspend registration of such shares where such transfer:
  - (a) is to a bank, a funder or other institution to whom such shares have been charged by way of security or assigned by way of share pledge, whether as security trustee or agent for a group of banks, funders or institutions or otherwise, or to any nominee or any transferee of such a bank, funder or institution (a "Secured Institution"); or
  - (b) is duly executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.
- 2.2 A certificate by any Secured Institution that the relevant shares are charged or mortgaged or assigned by way of share pledge shall be conclusive evidence of that

fact.

3. THAT the form of articles attached at Schedule 1 be adopted as the articles of association of the Company.

AGREEMENT OF THE SOLE MEMBER

We, the undersigned, being the sole member of the Company who on the circulation date of the Resolutions would have been entitled to vote on the Resolutions, agree to the Resolutions:

James Matthews

Signed by .....

(print name of signatory)

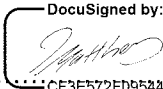
for an on behalf of

COPDOCK HALL OPCO LTD

)

)

Signature: .....

DocuSigned by:  
  
CF3E572FD954489...

Date 12 JANUARY 2024