

Company No. 09867215

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS OF BEECHBROOK UK SME CREDIT LTD (Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as a special resolution of the Company.

SPECIAL RESOLUTION

That the articles of association of the Company be altered by the insertion of a new article 26A as follows:

"Special Article

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles):

- 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
  - (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); 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 a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 1(a) above).

3 No lien set out in these articles shall apply to shares held by a Secured Institution (as defined in Special Article 1(a) above).

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

Signature: .....  
DocuSigned by:  
*Paul Shea*  
.....AE598D62251045A.....

Beechbrook Capital LLP

10 December 2021  
Date: .....

## EXPLANATORY STATEMENT TO MEMBERS

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of the Company.
- 2 This document is sent to members on 10 / 12 / 2021 (Circulation Date).
- 3 If you wish to signify agreement to this document please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document;
  - (c) please return the document to the Company at 2nd Floor 43-45 Dorset Street, London, United Kingdom, W1U 7NA or hand it to the chairman of the board in person;
- 4 To be valid, this document must be received no later than 7 / 01 / 2021
- 5 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolution will lapse.
- 6 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.