

# THE COMPANIES ACT 2006

## SHAREHOLDER'S WRITTEN RESOLUTION

### To alter clauses in the articles of association

#### Part A

Company name: RGA3 Limited

Company number: 11049131



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the following resolutions listed in Part B are passed as special resolutions:

#### Part B

#### RESOLUTION

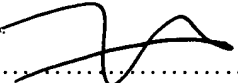
That:

- (1) The following clauses in the company's model articles of association shall be amended as follows:
  - (a) Article 11(2) is replaced with "The quorum for directors' meetings may be fixed from time to time by a decision of the directors. Where there is only one registered director for the company, the quorum is one. Otherwise, the quorum can never be less than two, unless otherwise fixed."
  - (b) Article 21 is deleted.
  - (c) New Articles 21-31 are inserted concerning the company's lien over shares, call notices and forfeiture of shares.
  - (d) The previous Articles 22-63 are renumbered accordingly.
  - (e) A new Article 51(5) is inserted to state "If at an adjourned meeting a quorum is not present within half an hour from the time appointed, then, provided that the shareholders present hold at least 75% in nominal value of the ordinary shares of the company in issue, any resolution agreed to by such members shall be valid and effectual as if it had been passed unanimously at a general meeting of the company duly convened and held."
- (2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

## AGREEMENT

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

The undersigned, all persons entitled to vote on the Resolution on 09/10/2023, hereby irrevocably agrees to the Resolution:

  
.....  
Signed by Richmond Group  
Limited acting by James Benamor,  
a director

10/10/2023  
.....  
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  
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.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless within 28 days, 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.
4. 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.
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.