

Company Number: 11491052

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Convex Capital Limited (the Company)

Circulation Date: 28 July 2023 | 10:16:08 BST
2023

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we being the sole eligible member of the Company, agree that the resolutions below are passed as ordinary resolutions of the Company (the “**Ordinary Resolutions**”).

ORDINARY RESOLUTIONS

1. For the purposes of these Ordinary Resolutions, the Company will enter into the following documents:
 - 1.1 an amendment and restatement deed (the **Amendment and Restatement Deed**) in relation to a facility agreement originally dated 25 October 2019 as amended on 9 June 2020, amended and restated on 19 April 2021 and further amended on 11 July 2023 (the **Facility Agreement**) entered into between, amongst others, RBG Holdings Plc (as borrower), the Company (as a guarantor) and HSBC UK Bank plc (as lender) (the **Lender**)
 - 1.2 a group debenture (the **Debenture**) to be granted by, amongst others, the Company in favour of the Lender; and
 - 1.3 any other agreement, document, deed, request, power of attorney, notice, letter, memorandum, acknowledgement, instrument, statement and/or certificate as may be necessary or required to be entered into by the Company under or in connection with the implementation of the transaction contemplated by any of the documents referred to above,(together the **Documents** and each a **Document**).
2. We confirm we have been provided with copies of the final draft Documents.
3. The terms of and the transactions contemplated by the Documents :

- 2.1 be and are approved; and
- 2.2 is for the commercial benefit and in the best interest of the Company for the benefit of its members as a whole and having regard to the interests of its creditors (to the extent applicable).
4. The approval of the Company to enter into the Documents, or any documents relating to or connected with the Documents, is given.
5. Notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are authorised and directed to execute and deliver the Documents and to perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such amendments, variations and modifications as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).

SPECIAL RESOLUTION

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we being the sole eligible member of the Company, agree that in accordance with section 238 of the Companies Act 2006 the resolutions below are passed as special resolutions of the Company (the "**Special Resolutions**" and together with the Ordinary Resolutions, the "**Resolutions**").

6. THAT the Articles of Association of the Company can be amended by adding the following new article:

"18.5 Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any share that has been charged or mortgaged to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person) and the provisions of Articles 18 and 19 shall not apply in respect of any such share."

The undersigned, being the sole eligible member of the Company and duly entitled to vote on the Resolutions.

Please read the Guidance Notes set out below before signing or taking any action on this resolution.



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Signed by a director, for and on behalf of,

CONVEX GROUP (HOLDINGS) LIMITED

28 July 2023 | 10:16:08 BST

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Date

Guidance Notes

- 1 You may either:
 - (a) agree to all of the above Resolutions; or
 - (b) decline to agree to any of the above Resolutions.

You may not agree to some of the Resolutions but not the other.
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy to the Company's registered office;
 - (b) **Post:** returning the signed copy by post to the Company's registered office; or
 - (c) **Email:** returning the signed copy by email to jon.divers@rbgls.co.uk.
- 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 If sufficient agreement has not been received 28 days after the date of circulation, these Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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 shareholders.
- 7 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.