

Company Number: 12507558

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

PORTMAN FINANCE GROUP LTD

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolutions are passed as an ordinary resolution in the case of resolution numbered 1 and as a special resolution in the case of resolution numbered 2 (the "Resolutions"). The Resolutions are first circulated to the sole member of the Company at 1.10 am/pm on 21ST APRIL 2022 (the "Circulation Date").

ORDINARY RESOLUTION

1. Allotment of shares

That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be unconditionally authorised to allot 1,001,234 G shares of £0.001 each in the capital of the Company, having the rights and subject to the restrictions set out in the articles of association to be adopted pursuant to resolution 2 below. Unless renewed, varied or revoked by the Company, this authority shall expire on the day preceding the fifth anniversary of the date on which this resolution was passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. Adoption of new articles

That the articles of association, a copy of which is attached to this Resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association.

Agreement

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

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by

ALEXANDER READ

Date

21/04/2022



NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:

- **By Hand:**

Delivering the signed copy to Girlings Solicitors, Stourside Place, 35-41 Station Road, Ashford, TN23 1PP

- **Post:**

Returning the signed copy by post to Girlings Solicitors, Stourside Place, 35-41 Station Road, Ashford, TN23 1PP

- **Email:**

By attaching a scanned copy of the signed document to an email and sending it to chrisbrightling@girlings.com. Please enter "Written resolution" in the email subject box.

You may not return the Resolutions to the Company by any other method.

By returning the document as set out above you irrevocably confirm that any director of the Company is authorised at his sole discretion to deliver the document to the Company on your behalf and shall (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
6. 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.