

Company number: 14669678

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

ORCA MIDCO LIMITED (the “**Company**”)

25 April 2024 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the “**Resolution**”).


SPECIAL RESOLUTION

1. **THAT** GBP 1,069,276.00 share premium account of the Company of be cancelled and be credited to the Company’s profit and loss reserve.

AGREEMENT

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees that the Resolution be passed as a special resolution of the Company and confirms receipt of a copy of the director’s solvency statement (the “**Solvency Statement**”) made pursuant to section 643 of the Companies Act 2006 at or before the date hereof, as required by section 642(2) of the Companies Act 2006.

Signed by:

DocuSigned by:

.....63A327BE91B6491.....

For and on behalf of **ORCA HOLDINGS LIMITED**

Date:25 April 2024.....

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 Resolutions, 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. The period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date. However, if you agree with the Resolution please ensure that your agreement to the Resolution reaches us within 14 days of the date of the Solvency Statement. This is because additional rules apply to resolution relating to the reduction of the Company's share capital; such resolution will not be effective unless they are supported by a solvency statement made not more than 15 days before the date on which the resolution is agreed to.
4. 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