

Company Number: 15287372

PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
TORCH MIDCO LIMITED  
(the “**COMPANY**”)

Circulation Date: 12 December 2023


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

SPECIAL RESOLUTION

THAT, the draft articles of association attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of the Company’s existing articles of association.

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

The undersigned, persons entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution.

DocuSigned by:  
  
.....261BACF99DB6E409.....

For and on behalf of Torch Topco Limited

12 December  
.....2023

Date

Notes:

1. The Resolution is first sent or submitted to members of the Company on the Circulation Date.
2. To signify agreement to the Resolution, a member should sign and date them and return them to the Company within 28 days of the Circulation Date using one of the following methods:
  - 2.1. by hand: delivering the signed copy to Freeths LLP, Floor 3, 100 Wellington Street, Leeds, LS1 4LT (ref: FW)
  - 2.2. by post: returning the signed copy to Freeths LLP, Floor 3, 10 Wellington Street, Leeds, LS1 4LT (ref: FW)
3. A member's agreement to the Resolution, once signified, cannot be revoked.
4. The Resolution will lapse if they are not passed before the end of the period of 28 days beginning with the Circulation Date. A member who signs and returns it to the Company after the expiry of that period will not be regarded as signifying his agreement to it.
5. The Special Resolution will be passed once members representing 75% or more of the total voting rights of the members of the Company who would have been entitled to vote on it on the Circulation Date have signified their agreement to it.

APPENDIX  
Articles of Association