

Company Number: SC016288

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

SCOTTISH & NEWCASTLE LIMITED

(the “**Company**”)

Circulated on 22 June 2022 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the following resolution one be passed as an ordinary resolution of the Company and resolution two be passed as a special resolution by the sole shareholder of the Company (the “**Resolutions**”):

ORDINARY RESOLUTION

- 1 “**THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe for, or to convert any security into shares in the Company (the “**Relevant Securities**”) up to a maximum total amount of £404,423,429.60 for 5 years from the date of this resolution but the Company may, before such expiry, make an offer or agreement which would or might require the Relevant Securities to be allotted after this authority expires and the directors may allot the Relevant Securities in pursuance of such offer or agreement as if this authority had not expired. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of any relevant Securities already made or offered or agreed to be made pursuant to such authority.”

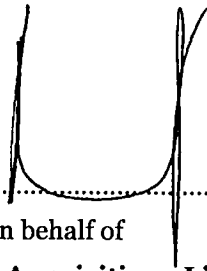
SPECIAL RESOLUTION

- 2 “**THAT**, the directors of the Company have the power given by section 569 of the Act to allot the shares authorised under resolution one above as if section 561 of the Act did not apply to such allotment”.

AGREEMENT

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

We, the undersigned, being the sole eligible member of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as an ordinary resolution and special resolution respectively.



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for and on behalf of

Sunrise Acquisitions Limited

Date: 22 June 2022

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
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. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.