

Company Number: 02448730

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SHAREHOLDERS
OF
SUTTON GROUP HOLDINGS LIMITED
(the "Company")

Circulation Date: 1 January 2023

Under Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company (the "**Directors**") propose that the resolution below be passed as a special resolution (the "**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.

AGREEMENT TO RESOLUTIONS

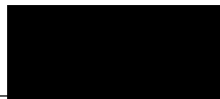
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The Resolution may be executed in one or more counterparts, each of which when executed shall be an original, but all counterparts together shall constitute one and the same instrument.

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

Signed by **Peter Ivan Jones and Michael Bouchier Baldwin**

as trustees for and on behalf of the trust known as the Alan Sutton Settlement 1999



Peter Ivan Jones



Michael Bouchier Baldwin

Signed by **Michael Bouchier Baldwin, Joanna Christine Baldwin and Stephen Jack Baldwin**

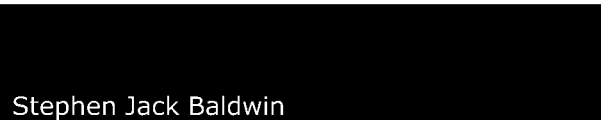
as trustees for and on behalf of the trust known as the Michael B Baldwin Discretionary Trust 2022



Michael Bouchier Baldwin



Joanna Christine Baldwin

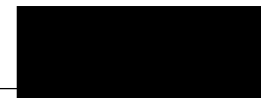


Stephen Jack Baldwin

Signed by **Peter Ivan Jones**



Signed by **Elizabeth Jones** acting by her attorney **Kevin MacEvoy** under a power of attorney dated 29 December 2022



Signed by **Kevin MacEvoy**



Signed by **Lynda MacEvoy** acting by her attorney **Kevin MacEvoy** under a power of attorney dated 22 December 2022



Signed by **Michael Bouchier Baldwin**



Notes

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by emailing [REDACTED]
- 2 If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
- 4 Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure your agreement reaches us before the end of this period.
- 5 In the case of joint holders of shares, only the vote of the senior holder who voted 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 members.