

No. 08487468

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION OF THE MEMBERS OF IMRG LIMITED
PASSED PURSUANT TO SECTION 283 OF THE COMPANIES ACT 2006**

17 October **2023 (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 (the "Resolution") is passed as a special resolution of the Company:

SPECIAL RESOLUTION

That there be and is hereby approved the reduction of the Company's issued share capital from £1,002 (made up of 1,000 ordinary shares of £1.00 each, 1 'B' ordinary share of £1.00 ("B Share") and 1 'C' ordinary share of £1.00 ("C Share")) to £1,000 by way of the reduction and cancellation of the B Share and C Share in accordance with sections 641 to 644 of the Companies Act 2006.

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on the Circulation Date hereby irrevocably agrees to that Resolution as indicated above:

Signed by **Justin Opie**

Justin Opie

.....

Date

17 October 2023
.....

Signed by **Graeme Howe**

Graeme Howe

.....

Date

17 October 2023
.....

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 using one of the following methods:

- **By Hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to adam.forder@moorcrofts.com. Please enter "Written Resolution" in the e-mail subject box.

If you do not agree with the Resolution, 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. Where, by such date as is 28 days from the Circulation Date insufficient agreement has been received for a Resolution to pass, such Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes 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.
5. 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.