

**Company No. 03404639**  
**Private company limited by shares**

**WRITTEN RESOLUTION**

**OF**

**SANCTON HILL LIMITED (the Company)**

Circulated on .....22 June 2023.....(**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed by the directors that the resolution below is passed as an ordinary resolution.

**ORDINARY RESOLUTION**

1 THAT:

- (a) the Company takes an audit exemption for the financial year ending 31 December 2022 (the **Relevant Financial Year**) pursuant to section 479A of the Companies Act 2006 (the **CA 2006**) (the **S.497A Audit Exemption**) and tends to all relevant formalities in connection with such S.497A Audit Exemption;
- (b) without prejudice to the generality of the foregoing, the execution and delivery by the Company of a Companies House Form AA06 (*Statement of guarantee by a parent undertaking of a subsidiary company*) under which Equitix Knight Finco Limited (Company No. 11762718) (the **Relevant Parent**) provides a statement of guarantee of all outstanding liabilities of the Company for the Relevant Financial Year in accordance with section 479C of the Companies Act 2006 (the **Statement of Guarantee**); and
- (c) the performance by the Company of its obligations under the Statement of Guarantee and in respect of the other formalities required in respect of the S.497A Audit Exemption,

be and is hereby agreed and approved, and that this ordinary resolution accordingly is (and is to be treated as) the agreement of the member(s) of the Company to the S.497A Audit Exemption for the Relevant Financial Year for the purposes of section 479A of the CA 2006.

**AGREEMENT**

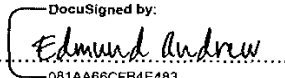
Please read the notes at the end of this document before signifying your agreement to the ordinary resolution.

The undersigned, a person entitled to vote on the above resolution on the date on which this resolution is circulated, hereby irrevocably agrees to the ordinary resolution:

THURSDAY



A19 13/07/2023 #182  
COMPANIES HOUSE

Signature .....  081AA68CFB4E483...

Name Edmund Andrew

Duly authorised for and on behalf of

**Tranche 5 Limited (Company No. 08768111)**

Date of signature: .....22 June 2023.....

#### NOTES FOR MEMBER(S)

1. You can choose to agree to the Resolution or not but you cannot agree to only some of the Resolution. 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 Shashi KC at Beaufort Court, Egg Farm Lane, Kings Langley, Hertfordshire, WD4 8LR.
  - **Post:** returning the signed copy by post to Shashi KC at the above address.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Shashi.K.C@res-group.com](mailto:Shashi.K.C@res-group.com)
2. If you do not agree to the Resolution, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Your agreement is irrevocable which means that once you have indicated your agreement to the Resolution, you may not change your mind.
4. Unless, within 28 days of the circulation date of this written resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
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.