

Cleveland Place Holdings Limited
Registered number: 00057987
("Company")

The Companies Act 2006

Written Resolution of the Members
(Proposed by the Sole Director)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

- I. 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.

We, being the sole member of the Company, hereby signify our irrevocable agreement to the Resolutions.

RS.....
On behalf of Spirit Retail Bidco Limited

15 November 2023
Date