

Date passed: 17 August 2023

Company number: 01935773
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION of SAFTRONICS LIMITED
(the "Company")

17 August 2023 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that following resolutions are passed as special resolutions ("**Resolutions**").

SPECIAL RESOLUTION:

- 1 THAT the Articles of Association of the Company be amended by adding the following new Articles after Article 19 of the Company's Articles of Association:

"BANK SECURITY

20 *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):*

20.1 *to any bank, financial institution or other person in whose favour any such share has been charged, pledged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "**Secured Institution**")); or*

20.2 *delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or*

20.3 *executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security by law,*

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise; and


- 21 *Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any share that has been charged or mortgage to a Secured Institution (as defined in Article 20 above) by a member by way of security and shall not apply in respect of any such share."*

AGREEMENT

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

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

Signed By:

Signature	
Print Name	Director, For and on behalf of Safronics Holdings Limited
Date	17 August 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 c/o Brodies LLP, Brodies House, 31 – 33 Union Grove, Aberdeen, AB10 6SD, FAO: Niamh Johnston;
- **Post:** returning the signed copy by post to c/o Brodies LLP, Brodies House, 31 – 33 Union Grove, Aberdeen, AB10 6SD, FAO: Niamh Johnston;
- **Fax:** faxing the signed copy to +44 (0)1224 392 244 marked "For the attention of Niamh Johnston"

If you do not agree to the above 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. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
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.