

Company Number: 02196149

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



WRITTEN RESOLUTIONS

OF

SCMG ENTERPRISES LIMITED

(the "Company")

Circulated on 30th March 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution 1 be passed as an ordinary resolution and the following resolution 2 be passed as a special resolution (the "Resolutions"):

ORDINARY RESOLUTION

1. "THAT, as set out in the articles of association of the Company (the "Articles"), in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal value of £1.00, at such times and generally on such terms and conditions as the directors may determine (subject always to the Articles), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period and the directors of the Company may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired."

SPECIAL RESOLUTION

2. "THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1 above as if section 561 of the Act did not apply to such allotment provided that this authority shall expire on the day before the fifth anniversary of the date of the passing of this resolution."

AGREEMENT

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

We, the undersigned, being the eligible members of the Company hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and that resolution 1 shall take effect as an ordinary resolution and resolution 2 shall take effect as a special resolution.