

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SAI360 Limited (the "Company")

Circulation Date: 16 May 2023

I, the undersigned, being the sole member of the Company who (at the date of circulation of these resolutions) is entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 (the "**Act**") to the passing of the following resolution (the "**Resolution**");

As special resolution:

THAT the articles of association of the Company be amended by inserting, immediately following Article 21, a new Article 22 as follows:

22. Secured Institutions

22.1 Notwithstanding anything contained in these articles, any restrictions on the transfer of shares contained in the articles or otherwise shall not apply to and the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

22.1.1 is to any bank or institution to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a Lender, or agent and trustee for a group of banks or institutions or otherwise), or to any nominee of such a bank or institution (a "Secured Institution");

22.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;

22.1.3 is executed by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security; or

22.1.4 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall be required to offer the shares pursuant to any pre-emption rights or otherwise to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

22.2 Any present or future lien over the shares howsoever arising (whether expressly or impliedly) which the Company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise in favour of, a Secured Institution or which are transferred in accordance with the these articles.

AGREEMENT

I, the undersigned, being the sole eligible member of the Company (within the meaning of section 289(1) of the Act) entitled to vote on the Resolution hereby **RESOLVE** and **AGREE** that:

- (a) the Resolution listed as a special resolution shall take effect as a special resolution of the Company, each as if passed at a general meeting of the Company pursuant to the Act; and
- (b) the Directors of the Company be authorised to do all such things as are necessary to give effect to the aforementioned Resolution.

The Resolution may be signed in counterpart, and if different counterparts shall bear different dates, then the Resolution shall take effect on the latest date on any such counterpart.