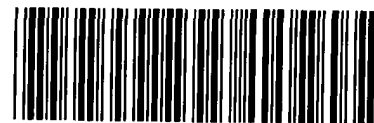


(Company Number: 02715857)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

SATURDAY



\*AAXP0Q2H\*

A12

12/02/2022

#136

COMPANIES HOUSE

OF

DESIGN RULE LIMITED (the "Company")

(passed pursuant to section 288 of the Companies Act 2006)

Circulation Date: 6 December 2021

[REDACTED]

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions 1, 2 and 3 are passed as ordinary resolutions and that resolution 4 is passed as a special resolution (together, the "Resolutions"):

#### ORDINARY RESOLUTIONS

As ordinary resolutions:

- [REDACTED]
- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being all the eligible members of the Company, irrevocably agree that the following resolution 4 is passed as a special resolution, and in accordance with section 502(1) of the Companies Act 2006 a copy having been delivered to the Company's auditors before being delivered to the Company's members for signature:

### **SPECIAL RESOLUTION**

#### **Alteration of Articles of Association**

4. Pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 21:

"Notwithstanding anything contained in these Articles:

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (b) the directors shall not decline to register, nor delay or suspend registration of,

any transfer of shares (including any further shares in the Company acquired by reason of a party holding such shares) where the transfer is:

- (i) in favour of a bank or institution to whom such shares are mortgaged or charged or on whose behalf such shares were charged, by way of security (whether as lender or agent and/or trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee, successor, permitted assignee or transferee of such Secured Institution pursuant to the terms of any such security; or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (iii) duly executed by a Secured Institution or its nominee, pursuant to the power of sale or other power under such security, or
- (iv) duly executed by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee, pursuant to any such security,

and a certificate by any official of such Secured Institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any present or future lien on 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 a Secured Institution or a subsidiary of a Secured Institution or which are transferred in accordance with the provisions of this Article."

## AGREEMENT

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

The undersigned, being the members of the Company, irrevocably agree that resolutions 1, 2 and 3 are passed as ordinary resolutions and that resolution 4 is passed as a special resolution:

**Name of Shareholder**

**Signature**

**Date of Signature**

Name: .....

Solid Solutions Management Limited

DocuSigned by:  
*Paul Byerley*  
F85547FCB6984D5...  
**Director**

8 December 2021