

Company number 02858938

RESOLUTIONS

of

CICAP LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

Notice is hereby given that, on 22 December, 2022, the following resolutions were passed as ordinary and special resolutions of the Company:

SPECIAL RESOLUTION:

1. **THAT**, regulations contained in the draft articles of association (a copy of which is attached to this resolution at Schedule 1) be and are hereby approved and adopted as the Company's new articles of association, in substitution for, and to the exclusion of all existing articles of association of the Company (the "**Articles Adoption Special Resolution**").


ORDINARY RESOLUTIONS:

2. **THAT**, subject to the Articles Adoption Special Resolution being passed, authority be given for the 3,100 Ordinary Shares of £1.00 each in the capital of the Company held by Jeremy Collier to be redesignated into 3,100 C Ordinary Shares of £1.00 each in the capital of the Company held by Jeremy Collier, each having the rights provided for in the articles of association to be adopted pursuant to the Articles Adoption Resolution (the "**Share Redesignation**").
3. **THAT**, subject to the Articles Adoption Special Resolution being passed, in accordance with section 551 of the Companies Act 2006 and the articles of association of the Company, the Directors be generally and unconditionally authorised to allot 1,000,000 A Ordinary Shares with nominal value of £0.001 each in the capital of the Company (the "**First Allotment Resolution**"). This authority shall, unless renewed, varied or revoked by the Company, expire one year from the date on which this Resolution is passed.
4. **THAT**, subject to the Articles Adoption Special Resolution and the First Allotment Resolution being passed, in accordance with section 551 of the Companies Act 2006 and the articles of association of the Company, the Directors be generally and unconditionally authorised to allot 25,000 B Ordinary Shares with nominal value of £0.001 each in the capital of the Company. This authority shall, unless renewed, varied or revoked by the Company, expire one year from the date on which this Resolution is passed.

SPECIAL RESOLUTION:

5. **THAT**, subject to the passing of Resolution 4 and in accordance with section 571 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authorities conferred by Resolution 4, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment

MLC



Name: *MICHAEL QUEEN*
Director
for and on behalf of the Company