

Company Number: 02956243

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION OF THE SOLE MEMBER OF**

**FGS GLOBAL (UK) LIMITED**

(the “**Company**”)

**Circulation Date:** 28 December 2022

Pursuant to Chapter 2 Part 13 Companies Act 2006, the Directors of the Company propose that the following resolution is passed as an ordinary resolution (the “**Resolution**”):

**ORDINARY RESOLUTION**

1. **THAT** the directors are generally and unconditionally authorised for the purposes of s 551 Companies Act 2006 and the Company’s articles of association to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of GBP 4,500, provided that:
  - (a) (unless previously revoked, varied or renewed by the Company) this authority will expire five years from the date on which this resolution is passed, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
  - (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of s 551 Companies Act 2006, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

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



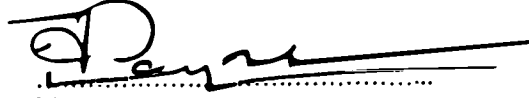
**AGREEMENT**

WE THE UNDERSIGNED, being the sole member entitled to vote on the Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.

Signed by **FGS GLOBAL (UK  
HOLDCO) LIMITED** acting by

Andrew Payne

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Title: Director

Date: 28 December 2022



## Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
2. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. 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.