

Company number 03128724

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

**of**

**BIGHAND LIMITED**

**(the "Company")**

**Circulation date:** 22 December **2020**

The undersigned, being the **SOLE MEMBER** of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolution below is passed as a special resolution (the "**Resolution**"), pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolution shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended by deleting the present article 5.3 and replacing it with the following new article:

"Notwithstanding anything contained in these Articles, (i) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and (ii) the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:

- (a) in favour of any Secured Party to whom such shares are being transferred by way of security, or
- (b) duly executed by any Secured Party to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (c) duly executed by a receiver appointed by a Secured Party pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such Secured Party or any such receiver that the shares are or are to be subject to such security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Party or a subsidiary of a Secured Party or which are transferred in accordance with the provisions of this Article.

For the purposes of this Article, "**Secured Party**" means any bank, institution, fund or other entity or person to which a security interest has been granted over the shares to the Company or any nominee, receiver or other entity acting on its behalf."

WEDNESDAY



\*A9VKMØJL\*

A21

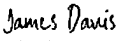
06/01/2021

#129

COMPANIES HOUSE

**Agreement:**

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this Resolution, agree that the Resolution be so passed.

DocuSigned by:  
  
F6B3FA127B85443B  
Title: Director

Signed for or on behalf of  
**BIGHAND HOLDINGS LIMITED**

Date: 22 December 2020

**Important:**

To signify your agreement to the Resolution, you must:

- sign this document where indicated above; and
- return the signed document to the Company using one of the following methods:
  - deliver it by hand or send it by post to the Company's registered office;
  - fax a copy of the signed document to Willkie Farr & Gallagher (UK) LLP marked "For the attention of Chloe Szczerbiak" at CityPoint, 1 Ropemaker Street, London EC2Y 9AW; or
  - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to [cszczerbiak@willkie.com](mailto:cszczerbiak@willkie.com).

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.

Unless, by the date falling 28 days after (and including) 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.

**Note:** Once given, your agreement may not be revoked.