

SHAREHOLDER RESOLUTIONS

Company No. 03270082

Toplevel Holdings Limited (the "Company")

Written resolutions of the Company pursuant to s.281 and Part 13 Ch. 2 Companies Act 2006

Circulation Date: 3 March 2022

In accordance with Part 13 Ch. 2 Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as an ordinary resolution and a special resolution.

WRITTEN ORDINARY RESOLUTION

[Redacted text block]

- [Redacted list item 1]
- [Redacted list item 2]
- [Redacted list item 3]
- [Redacted list item 4]
- [Redacted list item 5]
- [Redacted list item 6]
- [Redacted list item 7]

[Redacted text block]

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THURSDAY



AAZYVKVF

A0517/03/2022#406

COMPANIES HOUSE

[REDACTED]

WRITTEN SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by:

8 inserting the following as new articles 33.6 to 33.9:

"33.6 Notwithstanding anything in these Articles, the directors shall neither decline to register any transfer of shares nor suspend the registration of any transfer of shares where that transfer is:

33.6.1 in favour of a Secured Party;

33.6.2 delivered to the Company for registration in order to perfect a Secured Party's security interest over those shares; or

33.6.3 executed pursuant to any power of sale or otherwise under any security interest over those shares in favour of a Secured Party.

33.7 Notwithstanding anything to the contrary in these Articles, no person who transfers or proposes to transfer any shares in any of the circumstances described in Article 33.6 is required to offer those shares to any shareholder from time to time of the Company, and no shareholder shall have any right under these Articles or otherwise to require that those shares be transferred to them (whether for consideration or not).

33.8 Notwithstanding anything in these Articles, the company shall not have a lien over any given shares if and for so long as:

(a) those shares are registered in the name of a Secured Party;

(b) any person has delivered to the Company a transfer in respect of those shares in favour of a Secured Party in order to perfect that Secured Party's security interest over those shares; or

(c) those shares have been transferred to any person pursuant to any power of sale or otherwise under any security interest over those shares in favour of a Secured Party.

33.9 For the purposes of this Article 33 (*Share transfers*), "**Secured Party**" means any bank or financial institution or other entity to which a security interest has been granted over any shares, or any nominee, receiver or other entity acting on its behalf."

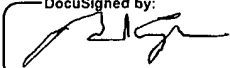
AND THAT the Directors of the Company be instructed to arrange for:

- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
- (b) all appropriate forms and documents to be filed at Companies House.

Agreement to Written Resolutions

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

The undersigned, being all of the members of the Company entitled on the Circulation Date to receive notice of and to attend and vote at a general meeting of the Company, and to vote on the Written Resolutions, hereby **irrevocably agree** to the Written Resolutions. The Written Resolutions 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.

DocuSigned by:

SignatureCFED54A8D2B34B7.....
Name: Paul Lynam
for and on behalf of
Equiniti Holdings Limited

Date: 3 March 2022

NOTES

Procedures for signifying agreement

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the directors of the Company.

 If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.

Period for agreeing to written resolution

- 3 Unless, by the end of the period of 28 days beginning with the circulation date, sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 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.