



Company number: 03332020

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

4 MAY 2021

RTL Materials Limited (the Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 Resolutions 1 and 3 below were passed as Special Resolutions and Resolution 2 below was passed as an Ordinary Resolution (the **Resolutions**) on 4 May 2021:

SPECIAL RESOLUTION

- 1 THAT, the articles of association of the Company as enclosed with these resolutions be adopted as the new articles of association (the **New Articles**) of the Company in substitution for the Company's existing articles of association.

ORDINARY RESOLUTION

- 2 **THAT**, in accordance with section 551 of the Companies Act 2006 (the **CA 2006**), the Directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to a maximum aggregate nominal amount of:
- 2.1 £110,000 of LP Shares (as such shares are defined in the New Articles) in the Company;
- 2.2 £93,000 of Employee Shares (as such shares are defined in the New Articles) in the Company;
- 2.3 £108,455 of Ordinary Shares (as such shares are defined in the New Articles) in the Company;
- 2.4 £671,451.36 of Ratchet Growth Shares (as such shares are defined in the New Articles) in the Company;

provided that such authorities shall, unless renewed, varied or revoked by the Company, expire on 30 June 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

- 3 **THAT**, subject to and conditional upon the passing of Resolution 2 and in substitution for all existing and unexercised authorities, the Directors of the Company be authorised to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred upon them by Resolution 2 as if the pre-emption provisions set out

in Article 9 of the Company's articles of association as adopted pursuant to Resolution 1 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to:

- 3.1 £110,000 of LP Shares in the Company;
- 3.2 £93,000 of Employee Shares in the Company;
- 3.3 £108,455 of Ordinary Shares in the Company; and
- 3.4 £671,451.36 of Ratchet Growth Shares in the Company

provided that such authorities shall, unless renewed, varied or revoked by the Company, expire on 30 June 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Approved on behalf of the Board of RTL Materials

A handwritten signature in black ink, appearing to read 'G Watson', is written over the printed name.

G Watson

Director