

Company number: 04541136

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**FIRST BASE LIMITED (the "Company")**

3 December

On ..... 2021, the following resolutions were duly passed by the members of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTION**

1. **THAT**, the articles of association attached to this Resolution be hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (the "**New Articles**"). Among other things, the New Articles create three new share classes, namely A ordinary shares, N ordinary shares and V shares. The rights attaching to such new share classes are as set out in the New Articles.
2. **THAT**, immediately following the adoption of the New Articles, the 19,960 Ordinary Shares of £0.01 each in the capital of the Company (the "**Ordinary Shares**") be and are hereby re-designated as A Ordinary Shares of £0.01 each in the capital of the Company (the "**Redesignated A Ordinary**") and, concurrently therewith, **THAT** the rights attaching to such shares be varied so that the Redesignated A Ordinary Shares have the same rights attaching to the A Ordinary Shares as set out in the New Articles (the "**Redesignation and Variation of Rights**").

**ORDINARY RESOLUTION**

3. **THAT**, immediately following the Redesignation and Variation of Rights, and subject to the passing of Resolution 4, the directors of the Company be and they are unconditionally authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into:
  - a. 38,414 Preferred Ordinary Shares of £1.00 each in the capital of the Company (with an aggregate nominal value of £38,414.00);
  - b. 100 N Ordinary Shares of £0.01 each in the capital of the Company (with an aggregate nominal value of £1.00); and
  - c. 2,650 V Shares of £0.01 each in the capital of the Company (with an aggregate nominal value of £26.50).

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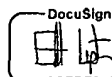


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This authority shall expire on the date falling 5 years after the passing of this resolution unless previously revoked, varied or extended, save that the directors may, notwithstanding such expiry, allot any shares, or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

#### **SPECIAL RESOLUTION**

4. **THAT**, the directors of the Company be and they are empowered to allot equity securities (as defined by section 560 of the Act), pursuant to the authority conferred by Resolution 3 above, to such persons and on such terms as they directors of the Company think fit, as if as if section 561(1) of the Act did not apply to any such allotment.

DocuSigned by:  
  
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**Director**