

Company number: 4743012

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ABARIS INTERNATIONAL LIMITED (the "Company")

Circulated on 26 April 2021 (the "Circulation Date")

We, being the members of the Company entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions of the Company (together, the "Resolutions") pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "2006 Act") and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened:

AS AN ORDINARY RESOLUTION

1. **THAT**, the entry into by the Company of the following documents (copies of which were circulated with this written resolution) be approved for all purposes and for the purposes of the Act or otherwise and that the entry into of the same will promote the success of the Company for the benefit of the members as a whole:
 - 1.1. a debenture to be entered into between the Company and William Beeley (as defined therein) to secure the consideration loan notes issued by WHCO14 Limited (company number 13266967) (the "Buyer") pursuant to the Consideration Loan Note Instrument (as defined therein) dated on or around the date of this resolution;
 - 1.2. a cross guarantee and indemnity to be entered into between the Company and William Beeley to guarantee the payments and indemnify against the liabilities of the Buyer in relation to the Consideration Loan Note Instrument;
 - 1.3. a deed of priority to regulate the priority of security granted to the creditors of WHCO14 Limited (the "Buyer") to be entered into between (1) William Beeley, (2) Robin Womersley, (3) the Company and (4) the Buyer; and
 - 1.4. a cross guarantee and indemnity to be entered into between the Company and Robin Womersley to guarantee the payments and indemnify against the liabilities of the Buyer in relation to the Investor Loan Note Instrument (as defined therein) dated on or around the date of this resolution.

AGREEMENT

Resolutions.

We, the undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

wh30952094v3

1



DocuSigned by:

Will Beeley

FA146FF614AG4BE...

26 April 2021

Signed by William Tyas Beeley

Date

DocuSigned by:

Sophie Beeley

8A688E4EC8E1481...

26 April 2021

Signed by Sophie Beeley

Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Company at its registered address for the time being, marked for the attention of the company secretary. You may not return this document to the Company by any other method.
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us within this period.