

Company no. 05197592

The Companies Act 2006

Private company limited by shares

Written resolutions

of

Plata Finance Limited

20 December 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Plata Finance Limited (the "Company") propose that the resolutions below are passed as ordinary resolutions (the "Ordinary Resolutions").

Ordinary Resolutions:

1. That clause 5 of the Company's memorandum of association setting out the Company's share capital, which was in force immediately before 1 October 2009 and which is now treated as part of the Company's articles of association by virtue of section 28 of the Companies Act 2006, is revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860).
2. In accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.
3. That the directors of the Company be and are hereby authorised to appropriate the amounts of £37,075,429 and £7,606,383, respectively, standing to the credit of the Company's capital contribution reserve and share based payment reserve, firstly towards extinguishing the deficit of £41,912,466 in the Company's retained earnings as per its management accounts dated 19 December 2022 and, secondly, in paying up 2,769,346 Ordinary shares of £1.00 (ranking pari passu in all respects with the existing issued Ordinary shares of the Company) to the sole member of the Company, to be allotted and issued fully paid up as to their nominal amount as bonus shares (the "Bonus Issue").
4. That the directors are authorised to take all steps necessary or desirable to implement the Bonus Issue.

Important:

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

The undersigned, being the person(s) entitled to vote on the Ordinary Resolutions on the Circulation Date hereby irrevocably agree to such Ordinary Resolutions.

DocuSigned by:

Signed:EAAEB9B4F88348E.....
duly authorised signatory
for and on behalf of
Plata Holdings UK Limited

Number of Ordinary shares: 199,824

Date: 20 December 2022

Notes

1. A solvency statement by the directors of the Company dated 20 December 2022 made pursuant to Section 643, Companies Act 2006 is attached (the "Solvency Statement")
2. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Nicholas Aspinall).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to nick.aspinall@plata.com. Please enter "Written resolutions of Plata Finance Limited" in the email subject box.
3. The resolutions will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). In order to be effective sufficient votes to pass the resolutions must have been cast within 15 days of the date of the Solvency Statement. Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions.
4. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
5. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
6. 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.
7. If you require any assistance in completing this document, please contact Nicholas Aspinall.