

Company number: 05235293

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ZINC DIGITAL BUSINESS SOLUTIONS LIMITED
(THE "COMPANY")
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY

Circulation Date: 23 June 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), we, being the members of the Company entitled to vote, irrevocably agree that resolutions 1 and 3 below are passed as ordinary resolutions and resolution 2 is passed as a special resolution (together, the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 618 of the Act, the 100 Ordinary Shares of £1.00 each in the issued share capital of the Company be subdivided into 1,000,000 Ordinary Shares of £0.0001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary Shares of £1.00 each in the capital of the Company.

SPECIAL RESOLUTION

2. **THAT**, the articles of association appended to these Resolutions be and are adopted as the articles of association (the "**New Articles**") of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTION

3. **THAT**, subject to the passing of Resolutions 1 and 2 above, the 1,000,000 Ordinary Shares of £0.0001 each in the capital of the Company held by Joe Benjamin Zielinski and Paul Stephen Coverdale be re-designated as 1,000,000 A Ordinary Shares of £0.0001 (having such rights and being subject to such restrictions as set out in the New Articles).
4. **THAT**, subject to the passing of Resolutions 1 – 3 above, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to allot and issue shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:
 - (i) the maximum nominal amount of shares that may be allotted under this authorisation is £93.3851; and
 - (ii) the authority granted under this resolution shall expire five years after the passing of this resolution, provided 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 of the Company may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

AGREEMENT TO THE RESOLUTIONS

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

The undersigned, being persons entitled to vote on the above Resolutions, irrevocably agree to such Resolutions:

Name of Shareholder

Signature

Date of Signature

Joe Benjamin Zielinski

DocuSigned by:
Joe Zielinski
9857D8F41F80404.....

23 June 2022
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Paul Stephen Coverdale

DocuSigned by:
Paul Coverdale
3889D965EB874FD.....

23 June 2022
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NOTES

1. 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:** to Company's registered office
- **Post:** to the Company's registered office
- **E-mail:** by email to one of the Company's directors or to Bethany@blears.com
- **DocuSign:** by following the onscreen signing instructions

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 30 days from the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions please ensure that you indicate your agreement and notify us as soon as possible.

4. 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.