

**COMPANY NUMBER: 05304988**  
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTIONS**  
**OF**  
**OPENROOM EVENTS LTD (THE COMPANY)**  
**(PASSED ON 13 MARCH 2023)**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the shareholders of the Company proposed the following resolutions be passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association of the Company be amended by inserting a new definition into Article 1.1.2 as follows:

"**Financial Institution**" means any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets, or any person acting as agent or trustee for any such person;"

2. **THAT** the articles of association of the Company be amended by inserting a new Article 3.8.6 as follows:

"3.8.6 Notwithstanding anything to the contrary in these Articles, the directors of the Company shall register any transfer of shares of the Company and shall not suspend registration of such shares, if such transfer:

(a) is to:

- (i) a Financial Institution where a security interest has been or is purported to be granted over those shares for the benefit of that Financial Institution (each a **Security**); and/or
- (ii) any other person at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (an **Insolvency Official**) pursuant to powers granted to it under any Security; and

(b) is:

- (i) delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
- (ii) executed by a Financial Institution or Insolvency Official pursuant to a power of sale or other such power under any Security.

3. **THAT** the articles of association of the Company be amended by inserting a new Article 3.9A as follows:

"3.9A Notwithstanding anything to the contrary in these Articles, in the event of a proposed transfer of shares of the Company, there shall be no requirement to offer those shares to any shareholder of the Company and no shareholder of the Company shall have any right to require those shares to be transferred to it whether for consideration or not, where such transfer:

(a) is to:

- (i) a Financial Institution where a security interest has been or is purported to be granted over those shares for the benefit of that Financial Institution (each a **Security**); and/or
- (ii) any other person at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (an **Insolvency Official**) pursuant to powers granted to it under any Security; and

(b) is:

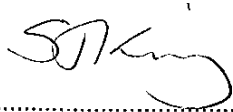
- (i) delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
- (ii) executed by a Financial Institution or Insolvency Official pursuant to a power of sale or other such power under any Security."

4. **THAT** the above resolution has effect notwithstanding any provision of the Company's Articles of Association.

### Agreement of eligible members

The undersigned being the sole member on 13 March 2023 (the **circulation date**) irrevocably agrees to the resolutions set out above:

Signed by:



For:

**OPENROOM HOLDINGS LTD**

Date: 13 March 2023

### NOTES

1. The circulation date of these resolutions is 13 March 2023. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company at its registered office.
3. 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.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. Unless, by the date that is 28 days from the date of circulation of the resolutions or such period as is specified in the Company's articles of association, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.