

Company number: 05411297

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER
of
UNRULY GROUP LIMITED
(the "Company")

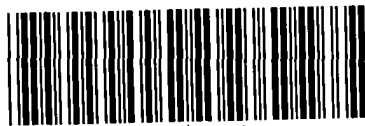
Circulation date: 9 September 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions 1 to 5 be passed by the sole member of the Company as ordinary resolutions and that the following resolution 6 be passed by the sole member of the Company as a special resolution (together, the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** the entry into and performance by the Company of the Documents (as such term is defined in the minutes of the meeting of the directors of the Company dated on or about the date of these Resolutions) (the "**Documents**") would promote the success of the Company for the benefit of its members as a whole and are hereby approved.
2. **THAT** the terms of the Documents and the performance by the Company of its obligations thereunder are hereby approved, in each case, with such amendments thereto as any director of the Company may in his absolute discretion approve.
3. **THAT** each director of the Company is hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall in their discretion deem necessary or appropriate.
4. **THAT** any step taken or act done by any director of the Company in connection with the Documents and/or any other transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
5. **THAT** each director of the Company be and is hereby authorised to do and perform all such acts and things as may be necessary or desirable to implement the transactions described in the Documents and any director or any one officer of the Company be and is authorised to execute and deliver on behalf of the Company all such instruments and agreements.

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SPECIAL RESOLUTIONS

6. THAT the Company's articles of association be amended by the insertion of a new article 38 as follows:

"38 TRANSFER OF SHARES TO SECURED PARTIES

Notwithstanding any other provision contained in these Articles or the Companies Act 2006 to the contrary:

- (a) Where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles of association or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of fact.
- (b) The directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact.
- (c) Any pre-emption rights conferred on existing members or any other person by these articles of association or otherwise and any other restrictions on the transfer of shares contained in these articles of association shall not apply where shares are being transferred by way of security to a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution, or other entity) or a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity."

AGREEMENT

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

The undersigned, being duly authorised to sign on behalf of the sole member of the Company entitled to vote on the Resolutions on 9 September 2022, hereby irrevocably agrees to the Resolutions.

Authorised signatory for and on behalf of

UNRULY HOLDINGS LIMITED

Name



Date

9 September 2022

NOTE

Procedure for signifying agreement

If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

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

Unless, by the date following 28 days from the circulation date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that signification of your agreement reaches us before or on this date.