

**Company No. 05573793**

**Written Resolution of Glasswall Solutions Limited (the "Company")**

Circulation Date: 22 May 2023

Pursuant to section 288 of the Companies Act 2006, it is proposed that the following unanimous ordinary resolution of the Company (the "**Resolution**") be passed:

1. THAT the provisions of, and performance of the obligations set out in, the following documents:
  - (a) a debenture made between the Company and the Lender, whereby the Company is to grant, among other things, fixed and floating charges in favour of the Lender; and
  - (b) a composite guarantee made between (1) the Company, (2) Glasswall Holdings Limited, (3) Glasswall Nominees Limited, (4) Glasswall (IP) Limited and (5) the Lender,(together, the "**Documents**"), which the Company is proposing to enter into in connection with the financing arrangements with HSBC UK Bank Plc (the "**Lender**") (the "**Transaction**") be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company prior to the signing of this Written Resolution), subject to such changes as the Company's directors, in their absolute discretion, think fit, such opinion being evidenced by the execution of such Documents.
2. THAT, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).
3. THAT, notwithstanding any provisions of the memorandum or articles of association of the Company, for the purposes of the transactions contemplated by the Documents only, a director who is considered to have a conflict of interest with the Company may be counted as participating in a decision at a directors' meeting or part of a directors' meeting or pursuant to a written board resolution or part of a written board resolution, relating to it for quorum or voting purposes.
4. THAT, the terms of and the transactions contemplated by the Documents to which the Company is to be a party are hereby approved and that the entry into by the Company of the Documents to which it is a party will promote the success of the Company for the benefit of its members as a whole.
5. THAT, the directors be severally authorised to do any act, matter or thing, and to execute and deliver any Document, document, agreement, certificate, notice, communication or confirmation as is required or as they may approve or as they may deem necessary or desirable to be done or executed in connection with the Documents, or the transactions contemplated therein, and to approve any amendments or complete any details in relation to any Document, that approval being conclusively evidenced by the execution or signature of the relevant Document.

**SPECIAL RESOLUTION**

1. THAT, the articles of association be amended by the insertion of new Articles 21.1 to 21.3, the wording of which shall be as follows:

"21.1 *Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:*

(a) *is to any bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or in favour of which any other security interest in such shares has been created), or to any nominee, successor, agent, permitted assignee or transferee of such a bank or institution (a "**Secured Institution**")*; or

(b) *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*

(c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security (or any relevant security interest),*

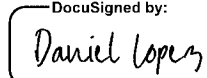
*and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor (including a Secured Institution), of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.*

21.2 *The Company shall have no lien on any shares, dividend or moneys payable in respect of shares which have been, mortgaged, charged or pledged by way of security to a Secured Institution and the provisions of the Articles relating to liens over shares shall not apply in respect of any such shares, dividends or moneys payable.*

21.3 *If there is any inconsistency between any provision of this article and any provision of any other article, the provision of this article shall apply."*

Please read the Notes below before taking any further action with regard to the Resolution.

The undersigned, being all of the "eligible members" of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolution on the circulation date specified above, irrevocably agree to the Resolution:

DocuSigned by:  
  
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**For and on behalf of Glasswall Holdings Limited**

Dated: 22 May 2023

**NOTES:**

1. 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 with all of 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:** delivering the signed copy to Steve Roberts, 85 Great Portland Street, London, England, W1W 7LT.  
  
**Post:** returning the signed copy by post to Steve Roberts, 85 Great Portland Street, London, England, W1W 7LT.  
  
**Email:** attaching a scanned copy of the signed document to an email and sending it to Steve Roberts (sroberts@glasswall.com). Please enter "Written resolution" in the email subject box.
2. If you do not agree to the Resolutions, you do not need to do anything and 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 has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
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 (certified as a true copy by a relevant professional) when returning this document.