

Company Number: 05613060

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION  
OF  
MAREX SPECTRON GROUP LIMITED  
(the "Company")**

**Circulation Date: 17 December 2020**

SATURDAY



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09/01/2021

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the members entitled to attend and vote at any general meeting of the Company in respect of the resolution set out below, HEREBY AGREE that the following resolutions be passed as ordinary and special resolutions of the Company:

**Ordinary Resolutions**

1. THAT, in accordance with section 618 of the Companies Act 2006 (the "CA 2006"), 1,109,022 Growth Shares of US\$0.000165 each in the capital of the Company be consolidated into 1 Growth Share of US\$182.98863 in the capital of the Company;
2. THAT, following Resolution 1 above being effected and in accordance with section 618 of the CA 2006, 1 Growth Share of US\$182.98863 in the capital of the Company be sub-divided into 110.9022 Growth Shares of US\$1.65 each in the capital of the Company;
3. THAT, following Resolution 2 above being effected and in accordance with section 636 of the CA 2006, 110.9022 Growth Shares of US\$1.65 each in the capital of the Company be re-designated as 110.9022 Deferred Shares of US\$1.65 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions as the Deferred Shares of US\$1.65 each in the capital of the Company as set out in the Company's articles of association for the time being; and

**Special Resolution**

4. THAT the articles of association of the Company be amended by replacing article 4.22 with the following:

"In circumstances where an employee benefit trust acquires Growth Shares or, in accordance with an applicable Subscription Agreement, Growth Shares fall to be converted into Deferred Shares or become subject to mandatory transfer to the company, the Growth Shares in question may be converted into Deferred Shares either (i) at the direction of the directors of the company; or (ii) at the direction of any employee benefit trust by notice to the Company without the requirement of any shareholder resolution, notwithstanding any provisions of the Act."

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

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duly authorised for and on behalf of  
Amphitryon Limited



Date. .... 2020

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duly authorised for and on behalf of  
Ocean Ring Jersey Co Limited

Date. 28 December 2020