

**The Companies Act 2006**

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**Private Company Limited by Shares**

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**Written Resolution**

**of**

**Unily Limited (the “Company”)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution below be passed by the members of the Company as a special resolution.

The undersigned, being entitled as at the date of circulation of this resolution, to attend and vote at general meetings of the Company as the sole shareholder of the Company, **RESOLVE THAT** the following resolution be passed as a written resolution having effect as a special resolution of the Company:

**Special Resolution**

1. **That** the articles of association of the Company are to be amended by inserting the following provisions after Article 14 (b) as a new Article 14(c):

*“Notwithstanding anything contained in these articles or otherwise:*

- (a) any pre-emption rights conferred on existing members or other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply;*
- (b) the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:*
  - (i) in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a “Financial Institution”) to which or whom such shares are being transferred by way of security or in favour of a purchaser of such shares (a “Purchaser”) pursuant to the enforcement of such security (whether such Financial Institution or Purchaser is acting as agent, trustee or otherwise);*
  - (ii) duly executed by a Financial Institution or Purchaser to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares;*
  - (iii) delivered to the company for registration by a Financial Institution in order to perfect its security over such shares or by a Purchaser of shares which are to be transferred as aforesaid; and/or*
  - (iv) duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares;*

- (c) *any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article."*


Date of circulation: 25<sup>th</sup> Mar 2022

*(Signature page to follow)*

**Important:**

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

The undersigned, being the person entitled to vote on the resolutions on the date of circulation, hereby irrevocably agree to the special resolution.

  
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Name: CHRISTOPHER JACHMAN

Date of signature <sup>25</sup>~~24~~<sup>N</sup> MAY 2022

Title: Authorised Signatory

For and on behalf of **UNILY GROUP LIMITED**

## IMPORTANT

### Notes to shareholders about the proposed Written Resolution

1. If you agree with 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:
  - (a) **By Post:** returning the signed copy by post to **First Floor The Granary Abbey Mill Business Park, Lower Eashing, Godalming, Surrey, GU7 2QW.**
  - (b) **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering “Written Resolution” in the subject line and sending it to [daniella.vanwyk@whitecase.com](mailto:daniella.vanwyk@whitecase.com).

If you do not agree to these Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Unless, by (and including) the date falling 28 days from the circulation date, 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.
3. Once given, your agreement to the Resolutions may not be revoked.
4. 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.

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.