

Company number 06123931

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

Of

DUNDEE PIKCO LIMITED (the "Company")

CIRCULATION DATE: 22 February 2023

We, the undersigned, being the sole member of the Company who (at the circulation date of this written resolution) has the right to attend and vote at a general meeting of the Company, and holding not less than seventy-five per cent of the votes which may be cast at a general meeting of the Company hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") that the following resolutions shall for all purposes be as valid and effective as if they had been passed, in the case of resolutions 1 and 2 as special resolutions (the "Special Resolutions"), and in the case of resolutions 3 and 4, as ordinary resolutions (the "Ordinary Resolutions") at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1 AMENDMENT TO AUTHORISED SHARE CAPITAL

IT IS RESOLVED THAT, with immediate effect the articles of association of the Company as amended from time to time (the "Articles of Association") be amended by deleting Article 6 (Share Capital) and replaced with the following:

"6. The directors are hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot relevant securities (within the meaning of section 551 of the Act) up to an aggregate nominal value equal to the share capital of the Company which is £48,358,397 for a period expiring (unless previously renewed, varied or revoked by the Company in a general meeting) five years after the date on which this authority was provided."

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

- 2.1 IT WAS RESOLVED THAT, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the directors of the Company ("Directors") be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

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- 2.2 be limited to the allotment of equity securities up to an aggregate nominal amount of £39,139,436; and
- 2.3 expire on a date falling five years from the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

ORDINARY RESOLUTIONS

3 AUTHORITY TO ALLOT

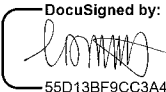
- 3.1 IT WAS RESOLVED THAT, in accordance with section 551 of the Act the Directors be generally and unconditionally authorised to allot up to an aggregate nominal amount of £39,139,436 shares in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date falling five years from the date of this Ordinary Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 3.2 This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

4 RATIFICATION OF SHARE ALLOTMENT

IT IS RESOLVED THAT, in respect of the allotment of 921,896,100 ordinary shares of £0.01 each in the Company to Alloy Parent Limited pursuant to a resolution dated 28 June 2022 (the "Historic Allotment"):

- 4.1 in accordance with section 570 of the Act, the Directors be generally and unconditionally empowered to ratify the allotment of the Historic Allotment as if section 561 of the Act did not apply to the Historic Allotment; and
- 4.2 in accordance with section 239 of the Act, the conduct of the Directors in allotting and issuing the Historic Allotment in breach of any sections of the Act or the Articles of Association or otherwise be approved and ratified.

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DocuSigned by:

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For and on behalf of

ALLOY PARENT LIMITED

22 February 2023

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NOTES

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:-
 - By Hand: delivering the signed copy to Sam Bailey at 30 Crown Place, Earl Street, London, EC2A 4ES;
 - Post: returning the signed copy by post to Sam Bailey at 30 Crown Place, Earl Street, London, EC2A 4ES;
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Sam.Bailey@pinsentmasons.com. Please enter "Written resolution dated 2023" in the e-mail subject box.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, 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.
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 when returning this document.