

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

MEMORIA LIMITED ("Company")

CIRCULATION DATE: 23 December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that the following two resolutions be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

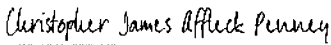
1. That the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
2. THAT the issued share capital of the Company be reduced from £2,674,422 to £2,591,422 by cancelling and extinguishing the following shares in the capital of the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve:

166,000 B Ordinary Shares of £0.5 each.

AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to the Resolutions:

DeSigned by:

D66A047282E448..

Director

Darwin Bereavement Properties (Guernsey) Limited

Dated 23 December 2021

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 to 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 the registered office of the Company.
- By post: returning the signed copy by post to the registered office of the Company.
- By email: returning the signed copy by email to mdavies@hcrlaw.com.

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.

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

3. Unless, prior to 28 days from the date 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.

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.

5. 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.