

Company No. 07077192

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
GROUP POSITIVE LIMITED
(the "Company")

WE, being the sole eligible member of the Company who at the circulation date of these resolutions are entitled to attend and vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended as follows and the existing articles shall be renumbered accordingly:

By inserting the following new articles 27, 28, 29 and 30 with immediate effect:

- "27. Notwithstanding anything contained in these articles, the directors may not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer is (each being a "**Secured Institution Transfer**"):
- (a) executed by a bank, financial institution or other person or entity to which such shares have been mortgaged or charged by way of security (a "**Secured Institution**") or by any nominee or delegate of such Secured Institution, pursuant to a power of sale or other power under such security; or
 - (b) executed by a receiver or manager appointed by or on behalf of any such Secured Institution under any such security; or
 - (c) to any such Secured Institution or to any nominee or delegate of such Secured Institution pursuant to any such security,

and a certificate by any officer of such Secured Institution that the shares were so secured and the transfer was so executed shall be conclusive evidence of such facts.



For the avoidance of doubt, regulation 4 of the private company model articles shall not apply insofar as it would otherwise prevent or restrict any Secured Institution Transfer (or the recognition of any Secured Institution Transfer).

28. Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee or delegate, and no Secured Institution or its nominee or delegate, shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to any shareholder for the time being of the Company, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them, whether for consideration or not.
 29. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution.
 30. If there is any inconsistency between any provision of these articles 27, 28, 29 and 30 and any provision of any other article, the provision of these articles 27, 28, 29 and 30 shall apply."
2. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.

AGREEMENT

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

The undersigned, being the sole eligible member of the Company entitled to vote on the resolutions on the circulation date hereby irrevocably agrees to the resolutions.

Signature:

Date: 31 March 2022
Director on behalf of Candid Platform Ltd

Signature:

Date:

NOTES:

1. The circulation date of these resolutions is 31 March 2022. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his/her or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Willoughby House, 439 Richmond Road, Richmond Upon Thame, Surrey, TW1 2HA, United Kingdom, by hand or by sending a copy of the signed resolutions in hard copy form by post or by e mail to marcel.van.der.avort@candidplatform.com. An eligible member can also signify his/her or its agreement to the resolutions by sending an e mail from his/her or its e mail address held by the company for such purposes to Marcel van der Avort at marcel.van.der.avort@candidplatform.com identifying the resolutions and indicating his/her agreement to such resolutions.
3. These resolutions must be passed by within the period of 28 days beginning with the circulation date (s.297 CA 2006). If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.