

Company No. 07104641
A Private Company Limited by Shares

Written Resolution

of

PACE CCS LIMITED
(the "Company")

26 November 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- A. resolutions 1-4 below be passed as ordinary resolutions (the **Ordinary Resolutions**); and
- B. resolutions 5 and 6 below be passed as special resolutions (the **Special Resolutions**)

ORDINARY RESOLUTIONS

1. To sub-divide the ordinary share of £1 each in the capital of the Company as 10,000 ordinary shares of £0.0001 each.
2. To create a new class of ordinary share to be designated as 'B' shares such that the B shares have dividend rights but no voting rights and may be subject to buy back.
3. That the Pace CCS EMI share option scheme (Plan), a copy of the rules of which is attached to this written resolution be approved, and the directors be authorised to do all acts and things necessary to establish the Plan.
4. That, in accordance with section 551 of the Act, the director be and is generally and unconditionally authorised to allot shares in the Company in pursuance of an employee share scheme up to an aggregate nominal amount of £0.1765 and comprising 1,765 B ordinary shares of £0.0001 each and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years after the passing of this resolution.

SPECIAL RESOLUTIONS

5. That all rights of pre-emption under section 561 of the Act and the Company's Articles of Association or otherwise, be disapplied and waived in respect of any allotment of shares made pursuant to resolution (4) above.
6. That the new Articles of Association in the form attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

Important:

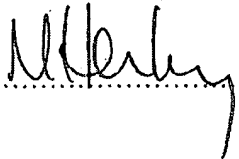


Please read the notes at the end of this document before signifying your agreement to the Resolutions.

I, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006), entitled to vote in respect of this written resolution, agree that these Resolutions be so passed.

Signed:

Matthew Healey

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Date 26 November 2021

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and delivering it to a director of the Company.
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 sufficient agreement has been received for the Resolutions to pass, it will lapse on the twenty eighth (28th) day after the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us before or by this date.
5. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
6. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
7. 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.