

ACCOMPANYING STATEMENT TO MEMBERS

True Gem Collections Limited (No. 07391155)
Egyptian House
170 Picadilly
London
W1J 9EJ

Date: 23 May 2022

Dear Member

The Board of Directors of the Company proposes the attached resolutions to be passed as written resolutions of the Company in accordance with the Companies Act 2006. We are sending this statement and the text of the proposed resolutions to you as an eligible member on the date of this statement which is the circulation date of the proposed resolutions.

The proposed resolutions must be passed by 20 June 2022 (**Lapsing Date**) which is 28 days from the circulation date. If not passed by the Lapsing Date, the proposed resolutions will lapse.

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company using one of the following methods:

1. By hand: by delivering the signed copy to the Directors at the Company's registered office; or
2. By post: by returning the signed copy to the Directors at the Company's registered office; or
3. By email (including via DocuSign): by returning a scan of the signed copy to the Company's solicitors at anmol.roth@theprogenygroup.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.

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

Resolution 1 is proposed as a ordinary resolution of the Company. This means that it will be passed if the Company receives before the Lapsing Date signified agreement from eligible members representing more than 50% of the eligible voting rights of the Company.

Resolutions 2 and 3 are proposed as special resolutions of the Company. This means that they will be passed if the Company receives before the Lapsing Date signified agreement from eligible members representing 75% or more of the eligible voting rights of the Company.

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.

The next page sets out the text of the resolution proposed by the Board as a written resolution of the Company.

Company number 07391155

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
TRUE GEM COLLECTIONS LIMITED (Company)

Circulation Date: 23 May 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), I the undersigned sole eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the Circulation Date, hereby pass the following resolutions as written resolutions of the Company and agree that, if duly passed, they shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (**Resolution**).

ORDINARY RESOLUTION

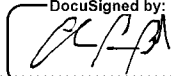
1. THAT, in accordance with section 551 of the Companies Act 2006 (**Act**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot and issue 920 A ordinary shares of £0.10 each in the capital of the Company at a subscription price of £0.10 per share, with the rights attached as set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and issued and the Directors may allot and issue shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

2. THAT, the draft articles of association attached to these resolutions (**Articles**) 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.
3. THAT, subject to the passing of Resolution 2 above, the existing one ordinary share of £1.00 in the capital of the Company be sub-divided, re-designated and reclassified as 10 A ordinary shares of £0.10 each in the capital of the Company (**Reclassification**), with the rights attached as set out in the Articles and that such Reclassification is approved for the purposes of section 630 of the Act and otherwise.

AGREEMENT

The undersigned, being the sole eligible member entitled to vote on the above Resolutions on the Circulation Date set out above, hereby irrevocably agree to the Resolutions:

| | |
|-----------------------------------|---|
| Signed by Elio Leoni Sceti | <div>DocuSigned by: 85B8E1933A7842E..... Elio Leoni Sceti</div> |
| Date: | _____ 23 May _____ 2022 |

NOTE

An ordinary resolution will be passed once members representing more than 50% of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing not less than 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the Circulation Date specified above. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.