

**The Companies Act 2006**  
**Private company limited by shares**  
**Written Resolutions**  
**of**

**RAB Capital Holdings Limited (the "Company")**

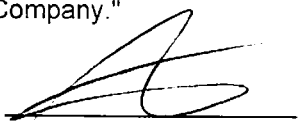
**Passed on 29<sup>th</sup> April 2021**

Pursuant to the written resolution of the Company circulated on 29 April 2021 all resolutions below were passed as special resolutions of the Company on 29 April 2021

**Special Resolutions**

- (A) THAT with effect from 6.00 pm on 14<sup>th</sup> May 2021 (**the Record Date**) all of the ordinary shares of 0.1 pence each in the capital of the Company (**Existing Ordinary Shares**) be consolidated into ordinary shares of £100 each (**New Consolidated Ordinary Shares**) on the basis of one new ordinary share of £100 each for every 100,000 existing ordinary shares of 0.1 pence each, each such New Consolidated Ordinary Share having the rights and being subject to the restrictions set out in the Company's articles of association, provided that where such consolidation results in any member of the Company otherwise being entitled to a fraction of a New Consolidated Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Consolidated Ordinary Share which other members of the Company would otherwise be entitled and the directors of the Company (the Directors) be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Consolidated Ordinary Shares representing such fractions at the best price reasonably obtainable with the proceeds of such sales of such New Consolidated Ordinary Shares to be distributed to members of the Company entitled to such fractional entitlements proportionately. For these purposes, any Director (or any person(s) appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of the New Consolidated Ordinary Shares representing such fractions on behalf of the relevant members of the Company and to do all acts and things as the Directors consider necessary or expedient to effect the transfer of such New Consolidated Ordinary Shares to, or in accordance with the directions of, any buyer of such New Consolidated Ordinary Shares;
- (B) THAT in accordance with section 551 of the Companies Act 2006 (the **Act**) the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of, prior to the Share Capital Reorganisation, £60.931 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2021 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;
- (C) THAT the Directors be and they are hereby generally and unconditionally empowered pursuant to Section 570 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the general authority conferred by sub-resolution (B) above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of, prior to the Share Capital Reorganisation, £60.931 Provided that this authority shall expire on 30 June 2021 unless revoked, varied or renewed before such date; and
- (D) THAT the Articles of Association of the Company be amended by altering the definition in Article 2.1 of "Ordinary Shares" so that it reads:

**"Ordinary Share:** ordinary shares of £100 each in the capital of the Company."

  
Director