

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ERGO IDS LIMITED
(CRN. 07634592)
(the "Company")

THURSDAY



(Circulated 10 February 2022) (the "Circulation Date")

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors propose that the following resolution be passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended by the insertion of the following article as article 50 of the articles of association and that the existing articles of association of the Company be renumbered accordingly:

"50 TRANSFER OF SHARES TO A SECURED INSTITUTION

Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 50 (to the effect that any provision contained in this article 50 shall override any other provision of these Articles):

50.1 *the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares, where such transfer:*

50.1.1 *is to a bank, institution or other person which has been granted a security interest over or in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution") and a certificate by any such person or an employee of any such person that a security interest over or in respect of such shares was so granted and the transfer was so executed shall be conclusive evidence of such facts;*

50.1.2 *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*

50.1.3 *is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

and the directors shall promptly register any such transfer of shares upon receipt;

50.2 *the directors of the Company shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in article 50.1.1 above);*

50.3 *any lien set out in these Articles shall not apply to shares held by a Secured Institution (as defined in article 50.1.1 above);*

Notes

- 1 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 using one of the following methods:
 - By hand (by delivering the signed copy to Mills & Reeve LLP, Botanic House, 100 Hills Road Cambridge CB2 1PH marked for the attention of Sian Hughes).
 - By post (by returning the signed copy to Mills & Reeve LLP, Botanic House, 100 Hills Road Cambridge CB2 1PH marked for the attention of Sian Hughes).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to Sian.Hughes@mills-reeve.com). Please enter "Written resolution circulated on [circulation date]" in the email subject box.
 - By DocuSign (by signing and completing the document circulated by DocuSign and returning it to Sian.Hughes@mills-reeve.com).
- 2 You may not return the Resolution to the Company by any other method.
- 3 If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTION, YOU MAY NOT REVOKE YOUR AGREEMENT.**
- 5 Unless within 28 days of the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 6 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 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.

50.4 any pre-emption rights contained in these Articles shall not apply in relation to any shares which are subject to a security interest in favour of a Secured Institution (as defined in 50.1.1 above) from time to time; and

50.5 any variation of this article 50 shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

The persons named below, being all the persons eligible to vote on the above resolution on the circulation date, irrevocably agree to the Resolution.

Please read the Notes set out below before signing or taking any action in connection with the Resolution.

AGREEMENT

If you agree to the above resolution, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolution.

The undersigned, being the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



Duly authorised signatory
for and on behalf of
ERGOSERVICES LIMITED

Date: *10 February 2022*