

Company Number: 08033029

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ACCESS SYSTEMS (UK) LIMITED

("Company")

18 March 2022

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (together the **Resolutions**).

ORDINARY RESOLUTION

1. Authority to Allot

- 1.1 THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £3,130,960 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 5 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 the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 1.2 This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. Disapplication of Pre-Emption Rights

- 2.1 THAT, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by paragraph 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
- 2.1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £3,130,960; and
- 2.1.2 expire on the date which is 5 years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

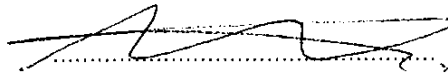
AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Signed by:

ACCESS SYSTEMS, INC.



Date:

18 March 2022

NOTES

1. If you agree with the Resolutions, 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:** delivering the signed version to 5th Floor, 55 King Street, Manchester M2 4LQ;
 - **Post:** returning the signed version to 5th Floor, 55 King Street, Manchester M2 4LQ;
 - **Email:** by attaching a scanned copy of the signed version to an email and sending it to rachel.brassey@brabners.com.You may not return the Resolutions to the Company by any other method. **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.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.