

COMPANY NUMBER: 08820424

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

BALLYCLARE GROUP LIMITED

(the Company)

CIRCULATED ON 31 December 2023 **(Circulation Date)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the resolutions below be passed as ordinary resolutions and special resolutions (as specified) (together **the Resolutions**):

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Act the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £18,756,496 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but is without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolutions number 1 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution number 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £18,756,496; and
 - (b) expire on 31 December 2024 (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 would otherwise have expired.

3. THAT the regulations in the form attached to this resolution be and they are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

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

We, the undersigned, the sole shareholder of the Company, was at the time the Resolutions were circulated, entitled to vote on the Resolutions and irrevocably agree to the Resolutions.



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For and on behalf of
Mountain Berg Holdings Limited

Date: 31 December 2023

EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to Duncan and Toplis Legal Services Ltd, 3 Castlegate, Grantham, Lincolnshire NG31 6SF;
 - 1.2 **Post:** returning the signed copy by post to Duncan and Toplis Legal Services Ltd, 3 Castlegate, Grantham, Lincolnshire NG31 6SF; or
 - 1.3 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Danielle.chetwynd@duncantoplislegal.co.uk. Please type "MBL Written Resolution" in the e-mail subject box.
- 2 If you do not agree to the above Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
- 3 Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that signification of your agreement reaches us before or on this date.
- 5 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.
- 6 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.

To: The Directors, Ballyclare Group Limited ("**Company**")

Date: 31 December 2023

Dear Sirs

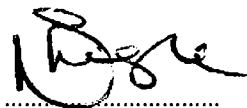
Proposed adoption of new articles of association and allotment of non-redeemable preference shares of £1.00 each

In accordance with section 630 of the Companies Act 2006 we, being the holder of:

- not less than three-quarters in nominal value of the issued ordinary shares of £1.00 each in the capital of the Company; and
- not less than three-quarters in nominal value of the issued preference shares of £1.00 each in the capital of the Company,

hereby irrevocably consent to and sanction the passing of the resolution set out in the attached draft written resolution of the shareholders of the Company and the adoption by the Company of the proposed new articles of association attached hereto and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the ordinary shares of £1.00 each and the preference shares of £1.00 each, in each case as a class of shares which will or may be effected thereby.

Yours faithfully



For and on behalf of Mountain Berg Holdings
Limited