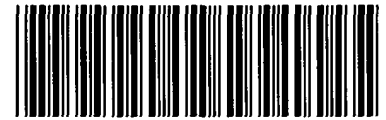


Company No: 09553255

**MFM HOLDING LTD**  
(the "Company")

WEDNESDAY



\*ABIDKAJV\*

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07/12/2022

#54

COMPANIES HOUSE

**Written Resolutions of the Members of the Company**

**Circulation Date:** 23 November 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors propose that the following resolutions are passed (the "**Resolutions**"). Resolution 1 is proposed as an ordinary resolution. Resolutions 2 and 3 are proposed as special resolutions.

**ORDINARY RESOLUTION**

- 1** That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £2,000.00, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire on 1 November 2027 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

**SPECIAL RESOLUTIONS**

- 2** That, subject to the passing of Resolution 1 above, the Directors be empowered pursuant to Article 13.2 of the Articles of Association of the Company to allot the following shares pursuant to the authority conferred by Resolution 1 above as if any rights of pre-emption (however expressed) contained in the Articles of Association of the Company did not apply to any such allotment:
- 2.1** 2,378,625 D-2 convertible preference shares of £0.0001 each in the capital of the Company (the "**Series D-2 Shares**") each wholly for cash;
- 2.2** 4,194,313 E convertible preference shares of £0.0001 each in the capital of the Company for non cash consideration;
- 2.3** subject to, and with effect only upon, the Company being required to issue further E convertible preference shares of £0.0001 each in the capital of the Company pursuant to clause 7.3 of the share purchase agreement to be entered into between, *inter alia*, the Company and the Sellers (as defined therein) (the "**SPA**") it is proposed to allot and issue such number of E Convertible Preference Shares as is required pursuant to clause 7.3 of the SPA; and
- 2.4** subject to, and with effect only upon, the occurrence of a Conversion Trigger Event (as defined in the convertible loan note instrument to be made as a deed poll by the Company (the "**T1 Convertible Loan Note Instrument**") constituting £2,000,000 7 per cent. perpetual subordinated convertible loan notes (the "**T1 Convertible Loan Notes**")), such number of E

convertible preference shares of £0.0001 each in the capital of the Company as required by the T1 Convertible Loan Notes and the T1 Convertible Loan Note Instrument.

- 3 That, subject to, and with effect only from, completion of the subscription agreement entered into on or about the date of this resolution in respect of the allotment of the Series D-2 Shares, the Articles of Association in the form attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

#### **AGREEMENT**

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

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

#### **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 in one of the following ways:
  - **By Hand:** delivering the signed copy to Andrea Bertoni, MFM Holding Ltd, 90-92 Pentonville Road, London, N1 9HS, United Kingdom.
  - **Post:** returning the signed copy by post to Andrea Bertoni, MFM Holding Ltd, 90-92 Pentonville Road, London, N1 9HS, United Kingdom.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [andrea.bertoni@moneyfarm.com](mailto:andrea.bertoni@moneyfarm.com). Please enter "Written resolutions dated 23 November 2022" in the e-mail subject box.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by midnight on the date being 28 days after 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 this time.

M&G Group Regulated Entity Holding Company Limited

DocuSigned by:  
*Kathryn McEland*  
B8SF5858A0064E7...

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Member

24 November 2022

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Date

**Poste Italiane S.p.A.**

DocuSigned by:

*Giuseppe Esposito*

FB31B4319C814E0...

Member

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Allianz Asset Management GmbH**

DocuSigned by:

*Jürgen Weber*

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\_\_\_\_\_  
Authorised Signatory

24 November 2022

\_\_\_\_\_  
Date

DocuSigned by:

*Markus Delians*

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\_\_\_\_\_  
Authorised Signatory

24 November 2022

\_\_\_\_\_  
Date

**Fondazione di Sardegna**

DocuSigned by:  
*Carlo Mannoni*  
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\_\_\_\_\_  
Member

24 November 2022  
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Date

**Piper Holding S.R.L.**

DocuSigned by:  
*Paolo Galvani*  
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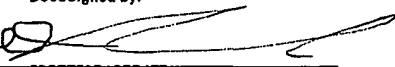
Member

24 November 2022

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Date

HP Capital Ltd

DocuSigned by:  DocuSigned by:   
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Member

24 November 2022

Date

**United Ventures One SICAF Euveca S.p.a**

DocuSigned by:

*Paolo Grassi*

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Member

24 November 2022


Date

Cabot Square Capital Nominee Ltd.

DocuSigned by:  
*James Clark*  
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Member

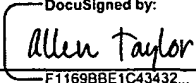
24 November 2022  
Date

**Endeavor Catalyst II L.P.**

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Member

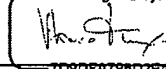
24 November 2022  
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Date

**Endeavor Catalyst II-A L.P.**

Member  DocuSigned by:  
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24 November 2022  
Date

**T Capital S.R.L.**

DocuSigned by:  


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Member/Sole Director

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Società Privata di Partecipazione S.R.L.**

DocuSigned by:  
*Giovanni Zappia*  
D97AE08F5D23460...  
\_\_\_\_\_  
Member

24 November 2022  
\_\_\_\_\_  
Date

**Roberta Bajona**

DocuSigned by:  
*Roberta Bajona*  
31317FF498D848E...

Member

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Andrea Scarso**

DocuSigned by:  
*Andrea Scarso*  
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Member

24 November 2022  
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Date

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Project Clover – Shareholder Resolutions

**Giovanni Tarditi**

DocuSigned by:

*Giovanni Tarditi*

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Member

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Stefano Traniello**

DocuSigned by:

*Stefano Traniello*

041D540388524E3...

Member

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Stefano Longhi**

DocuSigned by:  
*Stefano Longhi*  
3BBCE00CD33B477...  
Member

24 November 2022  
Date

**Norbert Radyk**

DocuSigned by:

*Norbert Radyk*

DD9232dE68244A1...

Member

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Francesco Cossu**

DocuSigned by:

*Francesco Cossu*

D6C07747E2D040E...

Member

24 November 2022

Date

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Project Clover – Shareholder Resolutions

**Maria Laura Chiappori**

DocuSigned by:  
*Maria Laura Chiappori*  
A0C007E9AADC431...

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Member

24 November 2022

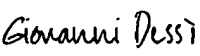
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Date

A49268650

Project Clover – Shareholder Resolutions

**Giovanni Dessi**

DocuSigned by:  
  
678286DEA8FD479...  
\_\_\_\_\_  
Member

24 November 2022

\_\_\_\_\_  
Date

A49268650

Project Clover – Shareholder Resolutions

**Charles Wright**

DocuSigned by:  
*Charles Wright*  
42GG25AA2GB34G9...

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Member

24 November 2022

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Date

A49268650

Project Clover – Shareholder Resolutions

Francesco Zola

DocuSigned by:  
*Francesco Zola*  
7C33AA111D4C4A3...

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Member

24 November 2022

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Date

**Alessandro Massa**

DocuSigned by:  
*Alessandro Massa*  
8D0EC38A8DE4431...  
\_\_\_\_\_  
Member

24 November 2022  
\_\_\_\_\_  
Date

A49268650

Project Clover – Shareholder Resolutions