

**Company No. 09571824**

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS OF THE MEMBERS**

**of**

**CAPITALRISE FINANCE LIMITED**

**(the "Company")**

**Date:** 21 July 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), we, the undersigned eligible members of the Company entitled to receive notice of and attend and vote at general meetings of the Company on the Circulation Date, hereby pass Resolutions 1 and 2 as ordinary resolutions of the Company and Resolution 3 as a special resolution of the Company and agree that, if duly passed, they shall be for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (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 and issue shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") of up to an aggregate nominal amount of £1.07892, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, 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 ("**Resolution 1**").
2. **THAT**, in accordance with article 15.2 of the articles of association of the Company (the "**Articles**", all and any rights of pre-emption to which the shareholders of the Company may be entitled (howsoever arising) be waived or otherwise disapplied in respect of the allotment and issue of shares or any Rights pursuant to the authority granted by Resolution 1 above ("**Resolution 2**").

**SPECIAL RESOLUTION**

3. **THAT**, the Articles be amended in the form of the draft articles of association appended in the Schedule to these resolutions ("**Resolution 3**").


**Agreement of the eligible members**

The undersigned, being the eligible members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions set out above:

Signed

Name:

Dated:

DocuSigned by:  
  
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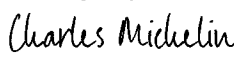
**Andrew James Alastair Dunn**

21 July 2023

Signed

Name:

Dated:

DocuSigned by:  
  
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**Charles Alexander Michelin**

21 July 2023

Signed

Name:

Dated:

DocuSigned by:  
  
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**Umarany Somasundararajah**

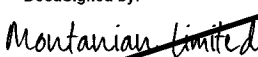
21 July 2023

Signed

Name:

For and on behalf of:

Dated:

DocuSigned by:  
  
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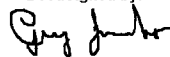
**Alex Michelin**

**Montanian Limited**

Signed

Name:

Dated:

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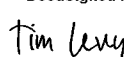
**Guy Freshwater**

21 July 2023

Signed

Name:

Dated:

DocuSigned by:  
  
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**Tim Levy**

21 July 2023

Signed .....  
Name: **Andrew James Alastair Dunn**  
Dated:

Signed .....  
Name: **Charles Alexander Michelin**  
Dated:

Signed .....  
Name: **Umarany Somasundararajah**  
Dated:

Signed .....  
Name: 

DocuSigned by:  
  
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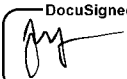
Alex Michelin

.....  
For and on behalf of: **Montanian Limited**  
Dated: 21 July 2023

Signed .....  
Name: **Guy Freshwater**  
Dated:

Signed .....  
Name: **Tim Levy**  
Dated:

Signed

DocuSigned by:  
  
.....76BE759D8870400...  
Jasmine Lynn  
.....

Name:

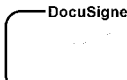
For and on behalf of:

**Seedrs Nominees Limited**

Dated:

21 July 2023

Signed

DocuSigned by:  
  
.....C5C175A89633403...  
James Tracey  
.....

Name:

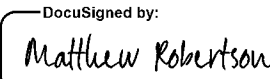
For and on behalf of:

**MARK (Revolt) Guernsey Ltd**

Dated:

21 July 2023

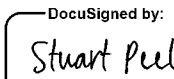
Signed

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.....41D8564EA41B41B...  
**Matthew Robertson**

Name:

Dated:

Signed

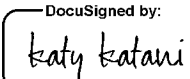
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.....A70DE944902B481...  
**Stuart Peel**

Name:

Dated:

21 July 2023

Signed

DocuSigned by:  
  
.....309077C9C0004EA...  
**Katy Katani**

Name:

Dated:

21 July 2023

Signed

.....  
**Claire Hipple**

Name:

Dated:

## NOTES

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 indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

**By hand:** delivering the signed copy to the Company at its registered office,

**Post:** returning the signed copy to the Company at its registered office,

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [sean.kelly@marriottharrison.co.uk](mailto:sean.kelly@marriottharrison.co.uk). Please type "CapitalRise Written Resolutions" in the e-mail subject box.

**via DocuSign (or similar e-signature platform):** by following the instructions contained in the envelope to complete your signing process.

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, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members 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.
5. 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.

**Schedule**