

**Company number: 09674366**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

- of -

**AIRFI NETWORKS UK LIMITED**

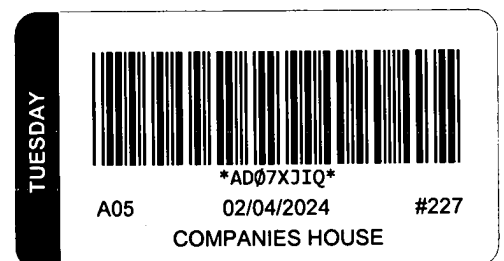
**(the "Company")**

Passed: 7 February 2023

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the following ordinary resolutions and special resolutions (as indicated) were duly passed by the Company as written resolutions:

**ORDINARY RESOLUTIONS**

1. That, the creation of B shares of £0.01 each in the capital of the Company pursuant to Model Article 22(1) be approved.
2. That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £250.00, provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
3. That:
  - (a) the terms of, and transaction contemplated by, the documents referred to below to which the Company is a party be and are hereby approved:
    - (i) an English law governed secured convertible redeemable loan note instrument to be entered into by the Company;
    - (ii) an English law debenture between the Company and the "**New Investors**" defined in the New Shareholder Agreement (the "**Lenders**"), under which the Company will grant a fixed and floating charge in favour of the Lenders; and



- (iii) an English law cross guarantee to be entered into by the Company, Airfi Networks Services Limited and the Lenders under which the Company will grant a guarantee and indemnity to the Lender in relation to the Obligations,

(together the "**Debt Documents**").

- (b) the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Debt Documents, and any other documents relating to or connected with the same.

### **SPECIAL RESOLUTIONS**

4. That the articles of association attached to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
5. That, subject to the passing of resolution 2 above, the directors be generally empowered to allot equity securities wholly for cash pursuant to the authority conferred by resolution 2 above as if any rights of pre-emption (however expressed) contained in the articles of association of the Company, the New Articles (or wherever so else contained) did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).
6. That the shareholders waive any pre-emptive rights they or their nominees may have pursuant to current articles of association of the Company, the New Articles or to any other agreement relating to the transfer of 1,583 Ordinary Shares for an aggregate of £15.83 from Dariush Zand to Paul Murphy.
7. The historic issuances and allotments of shares in the capital of the Company, from the date of incorporation to and including the date of these resolutions, to various parties be ratified and approved.

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**IAN CAMPBELL**  
Director