

Company number

09915743

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN ORDINARY AND SPECIAL RESOLUTIONS

OF

ELEMENT MATERIALS TECHNOLOGY GROUP LIMITED (the **Company**)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **Companies Act**), the directors of the Company proposed that the following resolutions be passed as ordinary and special resolutions (the **Resolutions**):

**Special resolution**

1. **THAT**, the articles of association attached to this resolution (the **New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company pursuant to section 21(1) of the Companies Act.

**Ordinary resolutions**

2. **THAT**, the directors of the Company be generally and unconditionally authorised, in accordance with section 551 of the Companies Act, to exercise all powers of the Company to allot the following shares in the capital of the Company conditional on the resolution in 1 above being passed and the adoption of the New Articles (with the rights attaching to each such shares as defined in the New Articles):
  - (a) C Ordinary Shares of nominal value of \$250.00 each in the capital of the Company, up to a maximum nominal amount of US\$500.00;
  - (b) E Ordinary Shares of nominal value of US\$0.00001 each in the capital of the Company, up to a maximum nominal amount of US\$1.00; and
  - (c) B Ordinary Shares of nominal value of US\$0.0001 each in the capital of the Company, up to a maximum nominal amount of US\$15.83,

in each case, during the period expiring at the end of five years from the date of the passing of this resolution.
3. **THAT**, the Company may, before the authority in the resolution in 2 above expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors of the Company may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired.

We, the undersigned, being members of the Company eligible to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions and for the avoidance of doubt we hereby irrevocably approve all matters contemplated by the Resolutions notwithstanding anything to the contrary contained in the existing articles of association of the Company and the New Articles.



**AGREEMENT OF ELIGIBLE MEMBER\***

The undersigned, being an eligible member on 30 July 2021 (the "**Circulation Date**"), irrevocably agrees to the Resolutions set out above:

Signed by

DocuSigned by:

*Chris Busby*

C05A8422314C456.....

for and on behalf of BEV Nominees Limited

Date: 30 July 2021

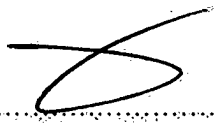
The eligible member must signify its agreement to the proposed Resolutions as follows: (i) **by hand**, by delivering a signed copy to Beth Tulley at Allen & Overy LLP, One Bishops Square, London, E1 6AD; (ii) **by post**, by sending a signed copy to Beth Tulley at Allen & Overy LLP, One Bishops Square, London, E1 6AD; or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to beth.tulley@allenoverly.com. The eligible member must signify its agreement to the proposed Resolutions within the period of 28 days from and including the Circulation Date. However, if the eligible member does not agree with the proposed Resolutions, it does not need to reply. Once the eligible member has signified its agreement to the proposed Resolutions, its agreement may not be revoked. The proposed Resolutions will lapse if they are not passed by the end of that 28 day period.

**\*Note:** An "eligible member" is a member who is or would be entitled to vote on the above Resolutions on the Circulation Date (i.e. the date on which the resolutions are sent or submitted to the member)

### AGREEMENT OF ELIGIBLE MEMBER\*

The undersigned, being an eligible member on 30 July 2021 (the "**Circulation Date**"), irrevocably agrees to the Resolutions set out above:

Signed by

  
.....  
Joseph Wetz

Date: 30 July 2021

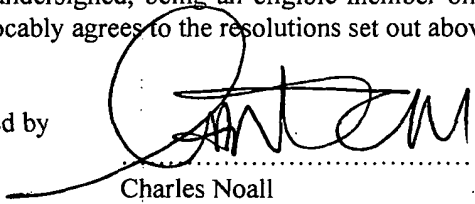
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The undersigned, being an eligible member on 30 July 2021 (the "**Circulation Date**"), irrevocably agrees to the resolutions set out above:

Signed by

  
.....  
Charles Noall

Date: 30 July 2021

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### AGREEMENT OF ELIGIBLE MEMBER\*

The undersigned, being an eligible member on \_\_\_\_\_ 2021 (the "**Circulation Date**"), irrevocably agrees to the resolutions set out above:

Signed by

.....  
Roland Vogt

Date: \_\_\_\_\_ 2021

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### AGREEMENT OF ELIGIBLE MEMBER\*

The undersigned, being an eligible member on \_\_\_\_\_ 2021 (the "**Circulation Date**"), irrevocably agrees to the resolutions set out above:

Signed by

.....  
Gernot Kolb

Date: \_\_\_\_\_ 2021


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### AGREEMENT OF ELIGIBLE MEMBER\*

The undersigned, being an eligible member on 30 July 2021 (the "**Circulation Date**"), irrevocably agrees to the resolutions set out above:

Signed by



.....  
Esta Investments Pte. Ltd

Date: 30 July 2021

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