

Company Number: 10049313

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**OCEE INTERNATIONAL LTD**

**(Company)**

**Circulation Date:** 13 December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolutions are passed as a special resolution and an ordinary resolution (**Resolutions**).

**ORDINARY RESOLUTION**

1. THAT subject to the passing of resolution 2 below, in accordance with section 551 of the Act, the directors of the Company be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal value of £1,309, provided that (unless previously revoked, varied or renewed) this authority shall expire on the date which is five years from the date on which this resolution is passed, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after this authority expires and then directors may allot shares pursuant to any such offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTION**

2. THAT the articles of association of the Company attached to this resolution be 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.


**AGREEMENT**

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

The undersigned persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by   
.....  
Alistair Storrar Gough

Date 13 December 2021

Signed by  .....

For and on behalf of BGF  
Nominees Limited  
(a/c BGF Investments LP)

Date..13 December 2021.....

## 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 using one of the following delivery methods:

**By hand or Post:** delivering or returning the signed copy to the Company's registered office.

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 the date that is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.