

Company Number: 10060817

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**AEQUUS DEVELOPMENTS LIMITED** (the "Company")

CIRCULATION DATE: .....18: 05 .....2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that resolutions 1 and 3 below are passed as special resolutions and resolutions 2 and 4 below are passed as ordinary resolutions (the "**Resolutions**").

**SPECIAL RESOLUTION**

1. **THAT** the draft articles of association attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.

**ORDINARY RESOLUTION**

2. **THAT** in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot ordinary shares of £1 each in the capital of the Company up to an aggregate nominal amount of £1,703,465 as bonus shares provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTION**

3. **THAT**, subject to the passing of resolutions 1 and 2, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment.

**ORDINARY RESOLUTION**

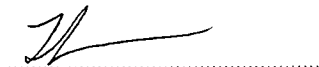
4. **THAT** subject to the passing of resolutions 1 and 2 above the sum of £1,703,465 being all of the amount standing to the credit of the revaluation reserve in the accounts of the Company be capitalised pursuant to article 44 of the Articles of Association adopted in resolution 1 above, and applied by way of bonus issue in paying up in full at par 1,703,465 ordinary shares of £1 each which shall be allotted and issued to the sole shareholder of the Company credited as fully paid

## 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 Resolutions, hereby irrevocably agree to the Resolutions as indicated above:

Signed by



on behalf of Aequus Group Holdings Limited

Date

18 May 2022

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the Registered Office of the Company or by Docusign.

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3. Unless by 28 days after the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date