

COMPANY NUMBER 10147524

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

OMSE LTD (the "Company")

20th March 2024 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the director of the Company proposes that the following resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed as ordinary and special resolutions as detailed below (each, a "Resolution" and together, the "Resolutions").

ORDINARY RESOLUTIONS

1. **THAT** the following two new classes of shares in the capital of the Company be created:
 - a) A ordinary shares of £1 each in the capital of the Company ("**A Ordinary Shares**"), having the rights and being subject to the restrictions set out in the articles of association attached to this written resolution to be adopted as new articles of association of the Company pursuant to Resolution 5 below (the "**New Articles**"); and
 - b) B ordinary shares of £1 each in the capital of the Company ("**B Ordinary Shares**"), having the rights and being subject to the restrictions set out in the New Articles.
2. **THAT**, each of the 80 issued ordinary shares of £1 in the capital of the Company registered in the name of James Kape be and is hereby redesignated as A Ordinary Shares, having the rights and being subject to the restrictions set out in the New Articles.
3. **THAT**, each of the 20 issued ordinary shares of £0.01 in the capital of the Company registered in the name of Pedro Messias be and is hereby redesignated as B Ordinary Shares, having the rights and being subject to the restrictions set out in the New Articles.
4. **THAT**, subject to the passing of Resolution 5 and in accordance with section 239 of the CA 2006, all previous resolutions, acts and proceedings of the sole director which have been taken up to and including the Circulation Date are hereby unconditionally authorised, approved and ratified.

SPECIAL RESOLUTION

5. **THAT**, the articles of association attached to this written 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.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by


JAMES KAPE

Date 20th March 2024

Signed by


PEDRO MESSIAS

Date 20th March 2024