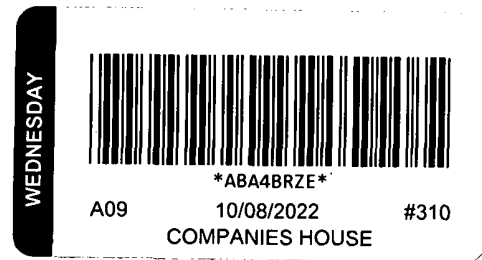


Company Number 10249853

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF**

**Goji Administration Services Limited
(the "Company")**



Circulation Date: 31 May 2022 ("**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the board of directors of the Company proposes that the following resolutions be passed as special resolutions of the Company (the "**Resolutions**").

SPECIAL RESOLUTIONS

THAT the articles of association of the Company (the "**Articles**") be amended as follows:

- 1 by inserting the following new definition in article 1.1 of the Articles:

"Secured Party" means a bank, other financial institution or other person (or any affiliate, agent, trustee, nominee or receiver of such bank, financial institution or other person) to which any shares in the Company have been mortgaged, charged or otherwise secured in favour of.

- 2 by adding the following new article after article 33 of the Articles:

REMOVAL OF LIENS

Notwithstanding anything contained in these articles, any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been mortgaged, charged or otherwise secured in favour of a Secured Party.

- 3 by adding the following new article after article 46 of the Articles:

REMOVAL OF RESTRICTIONS AND DIRECTORS' RIGHT TO REFUSE TO REGISTER

Notwithstanding anything contained in these articles or otherwise (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) *where such transfer is in favour of a Secured Party and the transfer is as contemplated by, or pursuant to, any mortgage, charge or other security of shares or any call or other share option granted in favour of such Secured Party; or*
- (b) *where such transfer is by or on behalf of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge, security and/or call or other option,*

*(any relevant transfer within paragraph (a) or (b) above being a "**Relevant Transfer**") and no pre-emption rights, restrictions on, or conditions applicable to, share transfers or otherwise, shall*

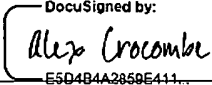
apply to a Relevant Transfer. A certificate by or on behalf of the Secured Party that a transfer is a Relevant Transfer shall be conclusive evidence of that fact.

Any such transfer may be signed by the transferee in wet ink or by electronic signature (including by way of the DocuSign platform).

AGREEMENT

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

THE UNDERSIGNED, being a shareholder of the Company entitled to vote on the Resolutions on the Circulation Date, **HEREBY IRREVOCABLY AGREES** to the Resolutions

Signed: 
For and on behalf of Goji Holdings Limited

Alex Crocombe

Date: 31 May 2022

NOTES

If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by attaching a scanned copy of the signed document to an email and sending it to Alex.Crocombe@goji.investments and then posting the original to 133 Whitechapel High Street, London, England, E1 7QA by the date falling 28 days after the Circulation Date.

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 and the Resolutions will lapse.

Please note that it is not possible to revoke or withdraw your consent once this document, signed by you or on your behalf, has been duly received.