

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Portafina Investment Management Limited (Company)

10 June 2022 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the following resolutions are passed as ordinary resolutions in respect of Resolutions 1-2 (inclusive) and as special resolutions in respect of Resolutions 4-5 (inclusive (**Resolutions**)).

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £3 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 10 June 2025 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

2. THAT, subject to the passing of resolution 1 and 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, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £3;
 - b. expire on 10 June 2025 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

SPECIAL RESOLUTIONS

3. THAT the proposed reconstruction agreements between:
 - a. the Company, Portafina Group Limited and Agravain Advisory Limited (AAL)
 - b. the Company, Portafina Group Limited and Galahad Advisory Limited (GAL)

c. the Company, Portafina Group Limited and Gawaine Advisory Limited (GWL)

be approved and the directors of the Company be authorised to complete such agreement in accordance with its terms, provided that this authority shall, unless, renewed, varied or revoked by the Company, expire upon completion of the matters referred to above

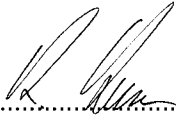
4. THAT the issued share capital of the Company be reduced from £80,004 to £80,001 by cancelling and extinguishing the 3 issued and fully paid Ordinary B Shares of £1.00 each in the capital of the Company registered in the name of AAL, GAL and GWL and that the amount by which the share capital is so reduced be credited to a reserve.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed by a duly authorised director


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For and on behalf of

Portafina Group Limited

Date

10 June 2022
.....

Signed by a duly authorised director


.....

For and on behalf of

Galahad Advisory Limited

Date

10 June 2022
.....

Signed by a duly authorised director


.....

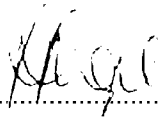
For and on behalf of

Gawaine Advisory Limited

Date

10 June 2022
.....

Signed by a duly authorised director


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For and on behalf of

Agravain Advisory Limited

Date

10 June 2022
.....

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:** Delivering the signed copy to the directors at the Company's registered office.
- **By Post:** Returning the signed copy by post to the directors at the Company's registered office.

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.

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

3 The Resolutions are passed when the required majority of eligible members have signified their agreement to them, however, none of the Resolutions are passed unless all of them are passed.

4 Unless sufficient agreement has been received for the Resolutions to pass by the date falling 28 days of the Circulation Date, they will lapse. If you agree to this Resolutions, please ensure that your agreement reaches us as soon as possible.

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.