

Company number: 10487227

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SMARTR365 FINANCE LIMITED

Company registered office: 1 Queen Caroline Street, Hammersmith, London, W6 9YN

SPECIAL RESOLUTION

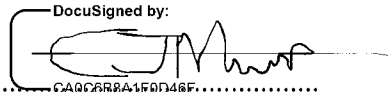
CIRCULATION DATE: ²³ ____ March 2022

THAT, new articles of association of Smartr365 Finance Limited (the "Company") in the form of the document annexed to this resolution be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

By signing this document, each member (or person acting on behalf of a member) of the Company who holds shares in the Company hereby agrees to the Special Resolution.

The Special Resolution is passed when this document is signed by members holding at least 75 *per cent.* in number of the shares in the Company. Further notes concerning the Special Resolution are at the back of this document.

Signed

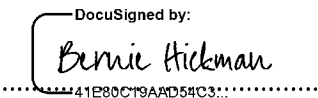
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CA0C6B8A1F0D48F.....

CONOR MURPHY

Date

21 March 2022
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Signed

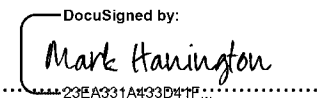
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41E80C19AAD54C3.....

for and on behalf of **LEGAL & GENERAL PARTNERSHIP HOLDINGS LIMITED**

Date

21 March 2022
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Signed

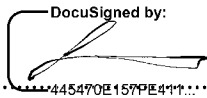
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MARK HANINGTON

Date

21 March 2022
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Signed

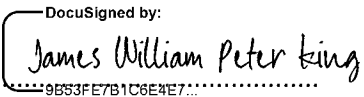
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445470E1579E411...

SAMUEL HARRISON

22 March 2022

Date

Signed


DocuSigned by:

9B53FE7B1C6E4E7...

JAMES WILLIAM PETER KING

21 March 2022

Date

Signed

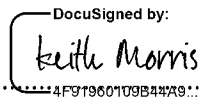
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MANLIO MINALE

22 March 2022

Date

Signed

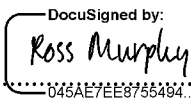
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KEITH MORRIS

21 March 2022

Date

Signed

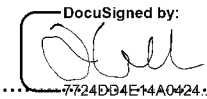
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ROSS ALEXANDER MURPHY

21 March 2022

Date

Signed

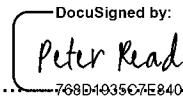
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SARAH-JANE MURPHY

21 March 2022

Date

Signed

DocuSigned by:

768D4035C7E8408...

PETER READ

22 March 2022

Date

Signed

DocuSigned by:
David Jordan Smith
.....28938B8A79CA4EF.....
DAVID JORDAN SMITH

21 March 2022

Date

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Signed

DocuSigned by:
Mark Ticktum
.....FAD777E705C0425.....
MARK TICKTUM

22 March 2022

Date

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Signed

DocuSigned by:
Rees Watkins
.....ADE0E04E7C9445E.....
REES COLLYER WATKINS

22 March 2022

Date

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Signed

DocuSigned by:
William Smart
.....B6C580AA61244D.....
WILLIAM SMART

22 March 2022

Date

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Signed

DocuSigned by:
A. Pearmund
.....0F41CEBEP081424.....
ANDREW PEARMUND

22 March 2022

Date

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Signed

DocuSigned by:
Bastiaan Tromp
.....AE8E15A01251491.....
TIAAN TROMP

22 March 2022

Date

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Signed


DocuSigned by:
Simon Watkins
.....C993CFC4CE2149P.....
SIMON WATKINS

22 March 2022

Date

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Signed

DocuSigned by:

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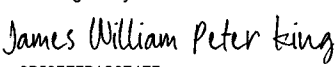
for and on behalf of **ENDJIN LIMITED**

21 March 2022

Date

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Signed

DocuSigned by:

9B59PE7B1C6E4E7.....

for and on behalf of **FIG EQUITY LLP**

21 March 2022

Date

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NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **by hand:** delivering the signed copy to 1 Queen Caroline Street, Hammersmith, London W6 9YN.
 - **post:** returning the signed copy by post to 1 Queen Caroline Street, Hammersmith, London W6 9YN.
 - **email:** by attaching a scanned copy of the signed document to an email and sending it to grant.elliott@smartr365.com. Please enter "Written resolution" in the email subject box.
 - **docuSign:** electronically using the link provided by, or on behalf of, the Company through "DocuSign" where full details of the procedure to sign are given.

If you do not agree to all of 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. If you agree to the resolution, please ensure that your agreement reaches us before the date at the end of the period of 28 days beginning with the Circulation Date. The resolution will lapse if sufficient agreement for the resolution has not been received by that time.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send the power or authority (or a duly certified copy of it, or other reasonable evidence of the authority) to the Company in hard copy form when returning this document.
5. The above email address may only be used for returning this document to the Company. It may not be used for any other purpose.