

Company Number: 10870122
Private Company Limited by Shares

WRITTEN RESOLUTION
of
MICROSEARCH HOLDINGS LIMITED
(the “Company”)

Circulated on 7 July 2022 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution.

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended:

- (1) by including a new article 41.6 to read as follows:

“41.6 Notwithstanding any other provision of these Articles, the directors shall not decline to register any transfer of any shares of the Company, nor may they suspend any registration thereof, where such transfer is:

41.6.1 to a secured party and/or a company or other entity to whom such shares are transferred at the direction of a secured party and/or a receiver;

41.6.2 delivered to the Company for registration by a secured party in order to perfect its security over the shares; or

41.6.3 executed by a secured party or a receiver pursuant to a power of sale or otherwise under such security; and”

- (2) by including a new article 41.7 to read as follows:

“41.7 In this article 41:

41.7.1 a “**secured party**” means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets, or any agent or trustee or nominee of any of the foregoing, in each case to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company; and

41.7.3 a “**receiver**” means any administrator, administrative receiver, receiver or receiver and manager or similar entity appointed by a secured party pursuant to, and to the extent permitted under, applicable law or such security agreement.”

The articles of association of the Company, as amended, are attached as **Appendix A** hereto.

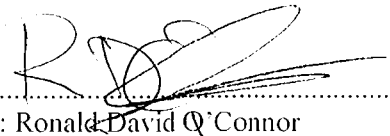
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out above.

The undersigned, the sole member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the resolution set out above and **RESOLVE THAT** it be and is hereby passed as a special resolution of the Company.

SIGNED
for and on behalf of
ifp Labs Limited

Date: 7 July 2022



.....
Name: Ronald David O'Connor
Title: Director

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Name: Nathalie Krausse
Title: Director

The undersigned, the sole member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the resolution set out above and **RESOLVE THAT** it be and is hereby passed as a special resolution of the Company.

SIGNED
for and on behalf of
ifp Labs Limited

Date: 12 July 2022

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Name: Ronald David O'Connor
Title: Director

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Name: Nathalie Krausse
Title: Director