

**COMPANIES ACT 2006**  
**WRITTEN RESOLUTIONS OF THE MEMBERS**  
**of**  
**QUALCO HOLDCO LIMITED**

Registered in England and Wales with number 10878966  
(the “Company”)

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Circulation date: 14 June 2021

Pursuant to section 291, Chapter 2 of Part 13 of the Companies Act 2006 (the “CA 2006”), the directors of the Company propose that the following resolutions be passed as special resolutions (the “Resolutions”).

**SPECIAL RESOLUTIONS**

1. **THAT** the share premium account of the Company be reduced by the amount of €4,750,000.00 and:
  - (a) the sum of €3,800,000.00 be returned to Wokalon Finances Limited (in its capacity as holder of 14,970 ordinary shares of €1.00 each in the capital of the Company, being eighty per cent. of the entire issued share capital of the Company); and
  - (b) the sum of €950,000.00 be returned to Amely S.à r.l. (in its capacity as holder of 3,743 ordinary shares of €1.00 each in the capital of the Company, being twenty per cent. of the entire issued share capital of the Company),

in each case, without first crediting the amount reduced to a reserve of the Company in accordance with section 641(4)(b)(ii) of the CA 2006, such that the amount standing to the credit of the share premium account of the Company following the passing of this Resolution shall be €2,896,257.00.

2. **THAT**, article 7.1(a)(i) of the articles of association of the Company be amended to insert the words “, *merger reserve*” after the words “share premium account” and before the words “capital redemption reserve”.



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3. **THAT**, €2,085,030.00, standing to the credit of the merger reserve of the Company be and is hereby capitalised and appropriated as capital to the holders of the ordinary shares of €1.00 each in the capital of the Company and that the directors of the Company be and are hereby authorised to apply such sum in paying up in full at par 2,085,030 new bonus shares of €1.00 each in the capital of the Company (being ordinary shares of €1.00 each, of the same class as the existing ordinary shares of €1.00 each in the capital of the Company, and having the rights and obligations set out in the Articles) (the “**Bonus Shares**”) and the directors of the Company be and are hereby authorised for the purposes of Section 551 of the CA 2006 to allot and issue, credited as fully paid:

- (a) 1,668,024 Bonus Shares to Wokalon Finances Limited (in its capacity as holder of 14,970 ordinary shares of €1.00 each in the capital of the Company, being eighty per cent. of the entire issued share capital of the Company); and
- (b) 417,006 Bonus Shares to Amely S.à r.l. (in its capacity as holder of 3,743 ordinary shares of €1.00 each in the capital of the Company, being twenty per cent. of the entire issued share capital of the Company).

upon terms that the Bonus Shares are paid up in full by such capitalisation, and such authority shall for the purposes of Section 551 of the Act expire on 31 December 2021 and such that the amount standing to the credit of the merger reserve of the Company following the allotment of the Bonus Shares shall be €1,522,548.00.

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**Attachments:** Solvency Statement dated 14 June 2021 signed by all the directors of the Company.

**AGREEMENT BY ELIGIBLE MEMBERS TO THE WRITTEN RESOLUTIONS**

We the undersigned, being the members of the Company entitled to vote on the above resolutions on 14 June 2021 hereby:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the CA 2006;
2. confirm that a copy of the Solvency Statement dated 14 June 2021 signed by all directors of the Company and made pursuant to section 643 of the CA 2006 has been supplied to us at or before the time at which this document was supplied to us for signature (in accordance with section 642(2) of the CA 2006); and
3. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the CA 2006 and that each resolution shall take effect as a special resolution.

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

  
.....  
For and on behalf of

**Wokalon Finances Limited**

Name: Gilles Nealeaux

Title: Director

Date: 14/06/2021

.....  
For and on behalf of

**Amely S.à r.l.**

By: .....

Name: Nathalie Houllé

Title: Manager

Date: \_\_\_\_\_ 2021

By: .....

Name: Dominique Le Gal

Title: Manager

Date: \_\_\_\_\_ 2021

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

.....

For and on behalf of  
**Wokalon Finances Limited**

Name:

Title:

Date: \_\_\_\_\_ 2021

.....

For and on behalf of

**Amely S.à r.l.**

By: ..... 

Name: Nathalie Houllé

Title: Manager

Date: 14 June 2021

By: ..... 

Name: Dominique Le Gal

Title: Manager

Date: 14 June 2021

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## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or by e-mail:
  - (a) **By Hand:** delivering the signed copy to Marlen Miliadi at Hersham Place Technology Park, Hersham, Walton-On-Thames, United Kingdom. KT12 4RZ.
  - (b) **Post:** returning the signed copy by post to Hersham Place Technology Park, Hersham, Walton-On-Thames, United Kingdom, KT12 4RZ marked for the attention of Marlen Miliadi.
  - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to mmiliadi@qquant.gr.
2. 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.
3. *Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.*
4. Unless, by midnight on the date falling 28 days beginning on, and including, the Circulation Date, sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
5. 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.