

Company No. 11070384

Private company limited by shares

WRITTEN RESOLUTIONS

OF

EAGLE ONE AQUAE SULIS LIMITED (Company)

Circulated on 18th September 2020 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), it is proposed by the directors that:

- resolutions 1-3 are passed as ordinary resolutions; and
- resolution 4 is passed as a special resolution.

ORDINARY RESOLUTIONS

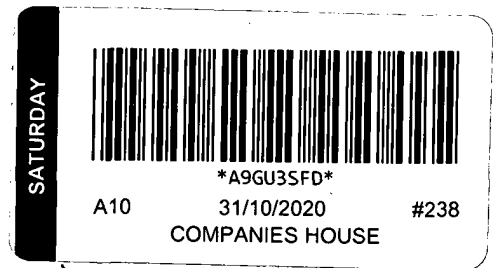
1. THAT the Company, in good faith and for the purpose of carrying on its business, enter into the Documents as more fully set out in the minutes of a meeting of the directors of the Company (dated on or about the Circulation Date);
2. THAT entry into the Documents and the performance of the Company's obligations and exercise of its rights in relation to the transactions contemplated by the Documents is for the benefit of and in the best interests of the Company and would promote the success of the Company for the commercial benefit of its members as a whole.
3. THAT subject to and in accordance with the Act and notwithstanding any limitations and provisions of the Company's memorandum and articles of association or any personal interest or duty of any of the Company's directors which conflicts or may possibly conflict with the interests of the Company, the Company's directors and/or secretary be and are hereby authorised and directed to execute and deliver the Documents and to give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents in such manner and subject to such changes as the Company's directors in their absolute discretion think fit (such opinion being evidenced by the execution of such document).

SPECIAL RESOLUTIONS

4. THAT, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following new Article immediately after Article 9.5 (and the consequential numbering of each subsequent Article):

"9.5A Notwithstanding anything contained in these Articles:

- a. no lien shall attach to any share in the Company, whether fully paid or not, in the name of any person whether he be the sole holder thereof or one of two or more joint holders;
- b. the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:
 - i. to any person (including without limitation any bank, institution or other entity) to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (**Secured Party**), or to any nominee of such Secured Party, pursuant to any such security;



- ii. executed by a Secured Party or its nominee pursuant to the power of sale or other power under any such security; or
- iii. executed by a receiver or manager appointed by or on behalf of any Secured Party or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- iv. no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party or to its nominee;
- v. no Secured Party or its nominee;
- vi. no receiver or manager appointed by or on behalf of a Secured Party or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

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 above resolutions on the date on which this resolution is circulated, hereby irrevocably agrees to the above resolutions.

Signature

Name Paul Goodes

Duly authorised for and on behalf of **Eagle One Securities Limited**

Date of signature 18/09/2020

NOTES

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Eagle House 1 Babbage Way, Exeter Science Park, Exeter, Devon, United Kingdom, EX5 2FN.
 - **Post:** returning the signed copy by post to Eagle House 1 Babbage Way, Exeter Science Park, Exeter, Devon, United Kingdom, EX5 2FN.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to the Company. Please type "Written resolutions" dated [CIRCULATION DATE]" in the e-mail subject box.
2. If you do not agree to all of the resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Your agreement is irrevocable which means that once you have indicated your agreement to the resolutions, you may not change your mind.
4. Unless, by the date which is 28 days from the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.