

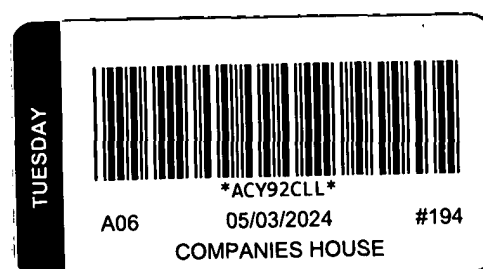
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS of THE DIRECTORS
of
CONVICTION INVESTMENT PARTNERS LIMITED
(Company No. 11087350, the "**Company**")

We, the undersigned each being an eligible director of the Company, by signing this document after (i) due and careful consideration of our duty to promote the success of the Company and the other matters referred to in s172(1) Companies Act 2006 and (ii) noting that, in accordance with sections 177 to 185 of the Companies Act 2006 and the Company's articles of association: (A) the directors had formally declared any interest in the matters to be considered and (B) a director may vote in relation to such matters, pass the following resolutions as written resolutions of the directors of the Company:

Resolutions


1. having duly considered:
 - (a) the amended and restated shareholders agreement dated 13th February 2023 to which the Company is a party (the "**SHA**") and noting unless otherwise defined herein, capitalised terms used in these resolutions shall have the meaning set out in that agreement;
 - (b) the following proposals:
 - (i) entry by the Company into a transfer agreement between Rebecca Roberts ("**RR**") and Conviction Asset Management Limited ("**CAML**") documenting the transfer of shares in the Company and various related matters (the "**Transfer Agreement**");
 - (ii) approve the transfer of 185 ordinary shares in the Company from RR to CAML for consideration of **£1** (the "**Shares**") to be made pursuant to the Transfer Agreement;
 - (iii) adoption by the Company of amended articles of association (the "**Amended Articles**"); and
 - (iv) payment to RR of outstanding consultancy fees of **£8,629**, collectively, the "**Proposals**"; and
 - (c) the following documents:
 - (i) the Transfer Agreement; and
 - (ii) written resolutions of the Company's shareholders adopting the Amended Articles (the "**Shareholder Resolutions**"),final drafts of which are attached to this resolution (the "**Draft Documents**"),

it was resolved:

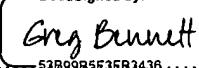


- (d) **THAT**, the Proposals and the Company's entry into those Draft Documents (and all matters contained therein) to which it is a party are likely to promote the success of the Company for the benefit of its members as a whole and therefore should be approved (substantially in the form in which such document was produced to the meeting together with any changes and manuscript amendments thereto as may be approved by any Director) **AND** subject to the Shareholder Resolution being signed by sufficient shareholders **THAT** the Company proceed with the Proposals;
- (e) **THAT**, in connection with the Proposals (and/or any related matter) any director of the Company be authorised to:
- (i) distribute the Shareholders Resolution to those shareholders whose consent is or may be required;
 - (ii) sign the Draft Documents to which the Company is a party on behalf of the Company (save that any document that is a deed or share certificate shall require a witness to that signature or a second director of the Company to also sign) and to do all such acts and things and agree and execute all such documents on behalf of the Company and make all such decisions as may be required in connection with or as contemplated by the terms of the Draft Documents or as may be necessary in order to complete and give effect to the Proposals; and
 - (iii) take any action necessary or desirable in connection with the Proposals, including making minor amendments to the Draft Documents and signing and delivering notices; and
- (f) **THAT** on receipt of a duly stamped stock transfer form for the Shares and applicable share certificate(s) or appropriate indemnity, CAML, as transferee of the Shares, be entered into the Company's register of members and new share certificates be prepared and delivered to it; and
- (g) **THAT** the statutory registers of the Company be updated as is necessary to reflect these resolutions and the following filed at Companies House:
- (i) the Amended Articles;
 - (ii) a print of the Shareholder Resolutions.

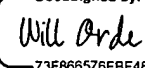
These resolutions are passed when they are signed by or on behalf of all directors.

DocuSigned by:

.....EE247B1202274DA.....
Andrew Jenkins

Date: 1st March 2024

DocuSigned by:

.....52B09B5F3FB2436.....
Greg Bennett

Date: 1st March 2024

DocuSigned by:

.....73F866576FBF482.....
Will Orde

Date: 1st March 2024