

Company number 11616290

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ASSEMBLE TECHNOLOGY LTD (Company)

Circulation Date 15 November 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions numbered 1, 4 and 5 are passed as ordinary resolutions and that the resolutions numbered 2 and 3 are passed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors be unconditionally authorised to allot two ordinary shares of £1.00 each in the capital of the Company, up to an aggregate nominal amount of £102, provided that this authority shall expire on the fifth anniversary of the date of these written resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006.

SPECIAL RESOLUTIONS

2. THAT in accordance with section 571 of the Companies Act 2006 and subject to the passing of resolution 1 above, the directors of the Company be given the general and unconditional authority to allot, for cash, the shares set out in resolution 1, up to an aggregate nominal amount of £102, as if section 561(1) of the Act did not apply to any such allotment.

3. THAT the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTIONS

4. THAT, subject to the passing of resolution 1 and 2, each of the 102 issued ordinary shares of £1.00 in the capital of the Company be and is hereby redesignated as 51 A ordinary shares of £1.00 each, 10 B ordinary shares of £1.00 each, 10 C ordinary shares of £1.00 each, 19 D ordinary shares of £1.00 each, 1 E ordinary share of £1.00 each, 1 F ordinary share of £1.00 each, and 10 G ordinary shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 3.

5. THAT, in accordance with section 618 of the Companies Act 2006, the following shares in the issued share capital of the Company be sub-divided into the following:

- a) 51 A ordinary shares of £1.00 into 5,100 A ordinary shares of £0.01 each;
- b) 10 B ordinary shares of £1.00 into 1,000 B ordinary shares of £0.01 each;
- c) 10 C ordinary shares of £1.00 each into 1,000 C ordinary shares of £0.01 each;

- d) 19 D ordinary shares of £1.00 each into 1,900 D ordinary shares of £0.01 each;
- e) 1 E ordinary share of £1.00 each into 100 E ordinary shares of £0.01 each;
- f) 1 F ordinary share of £1.00 each into 100 F ordinary shares of £0.01 each;
- g) 10 G ordinary shares of £1.00 each into 1,000 G ordinary shares of £0.01 each,

such shares having the same rights and being subject to the same restrictions set out in the articles of association adopted pursuant to resolution 3.

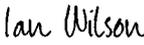
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (Resolutions).

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by 

Brian Woodhouse

Signed by 

Ian David Wilson

Signed by 

Kenneth James Macleod

Signed by 

Paul Stuart Malin

Notes

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date ("Lapse Period") by E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to mairead.platt@brabners.com Please enter "Written resolution" in the e-mail subject box.
2. If you do not agree with the Resolution, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolution.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution is passed when the required majority of eligible members have signified their agreement to it.
5. If the Resolution is not passed before the end of the Lapse Period it will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolution will be ineffective.

6. 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.