

Company number: 11887457

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

ZILCH HOLDINGS LIMITED (the "Company")

12 October

_____ 2023 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolutions 1 to 3 (inclusive) below be passed as ordinary and special resolutions (as indicated) (together the "**Resolutions**").

ORDINARY RESOLUTION

1. That in accordance with section 618 of the Act, the one ordinary share of £1 in the issued share capital of the Company be sub-divided into 1,000 ordinary shares of £0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary share of £1 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. That, subject to the passing of resolution 1 above and resolution 3 below, the 1,000 ordinary shares of £0.001 each in the capital of the Company be redesignated as 1,000 founder shares of £0.001 each in the capital of the Company.

SPECIAL RESOLUTION

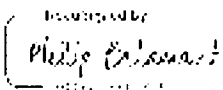
3. That the new articles of association contained in the document attached to these written resolutions be approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

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

Signed:


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PHILIP BELAMANT

Date:

17/10/2023

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NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company as instructed.
2. If you do not agree with 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, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us 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.