

Company No 12108601

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

JZ LENDING LTD (the "Company")

On 24 October 2022 the following resolutions were duly passed as written resolutions of the Company having effect, in the case of resolution 1 as an ordinary resolution ("**Ordinary Resolution**") and in the case of resolution 2 as a special resolution ("**Special Resolution**") (the Ordinary Resolution and the Special Resolution being together the "**Resolutions**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the Resolutions, were entitled to vote on the Resolutions:-

ORDINARY RESOLUTION

1. **THAT**, for the purposes of section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company provided that:
  - (a) this authority shall be limited to the allotment of up to an aggregate nominal amount of EUR 9,686,047 comprising 9,686,047 A Ordinary Shares of nominal value of EUR 1.00 (and of any class of A Ordinary Share) each in the capital of the Company; and
  - (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting or by resolution, on the expiry of the period of five years from the date of passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

*This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act (pursuant to the Company's Articles of Association or otherwise).*

SPECIAL RESOLUTION

2. **THAT** subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:



- 2.1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of EUR 9,686,047 comprising 9,686,047 A Ordinary Shares of nominal value of EUR 1.00 (and of any class of A Ordinary Share) each in the capital of the Company; and
- 2.1.2 expire, unless sooner revoked or varied by the Company in general meeting or by resolution, on the expiry of the period of five years from the date of passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed

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*Martin Wright*

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Director