

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 17 May 2021 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 resolutions 2-8 (inclusive), as special resolutions ("**Special Resolutions**") (the Ordinary Resolutions and the Special Resolutions being together the "**Resolutions**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") by the relevant majority of the eligible members of the Company who, at the date of the 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:
  - (i) the allotment of up to an aggregate nominal amount of EUR 11,267,443 comprising A2 Ordinary Shares of nominal value of EUR 1.00 each in the capital of the Company ("**A2 Ordinary Shares**"); and
  - (ii) the allotment of up to an aggregate nominal amount of EUR 10,844 comprising B2 Ordinary Shares of nominal value of EUR 5,422 each in the capital of the Company ("**B2 Ordinary Shares**"); 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 RESOLUTIONS

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:
  - (a) be limited to the allotment of equity securities up to:
    - (i) an aggregate nominal amount of EUR 11,267,443 in respect of the A2 Ordinary Shares; and
    - (ii) an aggregate nominal amount of EUR 10,844 in respect of the B2 Ordinary Shares; and
  - (b) 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.
3. **THAT** the regulations contained in the document attached to these Resolutions be and are hereby approved and adopted as the new Articles of Association of the Company (the "**New Articles**") in substitution for and to the exclusion of the existing Articles of Association of the Company.
4. **THAT** the 15,240,577 A Ordinary shares of EUR 1 each held by Jordan/Zalaznick Advisers Inc., acting in its capacity as general partner of JZI Fund III GP L.P., acting in its capacity as general partner of JZI Fund III L.P., in the capital of the Company be and are hereby immediately re-designated as 15,240,577 A1 Ordinary shares of EUR 1 each, such shares having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to Resolution 3.
5. **THAT** the 662,634 A Ordinary shares of EUR 1 each held by Mr. Pedro J. Escudero Díez in the capital of the Company be and are hereby immediately re-designated as 662,634 A3 Ordinary shares of EUR 1 each, such shares having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to Resolution 3.
6. **THAT** the 662,634 A Ordinary shares of EUR 1 each held by Mr. Rafael Marín Romano in the capital of the Company be and are hereby immediately re-designated as 662,634 A3 Ordinary shares of EUR 1 each, such shares having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to Resolution 3.
7. **THAT** the 1 B Ordinary share of EUR 5,422 each held by Mr. Pedro J. Escudero Díez in the capital of the Company be and is hereby immediately re-designated as 1 B1 Ordinary share of EUR 5,422 each, such share having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to Resolution 3.
8. **THAT** the 1 B Ordinary share of EUR 5,422 each held by Mr. Rafael Marín Romano in the capital of the Company be and is hereby immediately re-designated as 1 B1 Ordinary share of EUR 5,422 each, such share having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to Resolution 3.

Signed

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Director