

**Companies Act 2006  
Private Company Limited By Shares**

**WRITTEN RESOLUTIONS**

**OF**

**UGWH MANAGEMENT LIMITED**

**(the “Company”)**

**Company No: 12391875**

**Passed on: 27 October      2023**

In accordance with Chapters 1 & 2 of Part 13 of the Companies Act 2006 (the “**Act**”), we, the undersigned, being the eligible members of the Company entitled to vote **HEREBY APPROVE** the following written resolutions as ordinary and special resolutions of the Company and accept that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**ORDINARY RESOLUTION**

- 1      **THAT** the 10,000 issued ordinary shares of £0.10 each in the issued share capital of the Company be sub-divided into 100,000 ordinary shares of £0.01 each. Each such share shall have the same rights and restrictions as the existing ordinary shares of £0.10 each in the capital of the Company and as set out in the Company’s articles of association from time to time.

**SPECIAL RESOLUTION**

- 2      **THAT**, subject to the passing of resolution 1 above, the draft regulations attached to these written resolutions (the “**New Articles**”) be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**ORDINARY RESOLUTIONS**

- 3      **THAT**, with effect from the adoption of the New Articles following the passing of resolution 2 above, and for the purposes of section 636 of the Companies Act 2006 each of the 100,000 issued ordinary shares of £0.01 each in the capital of the Company be and are hereby redesignated as an A ordinary share of £0.01 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 2 above.
- 4      **THAT**, following the passing of resolution 2 and 3 above and in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot:

- a. A ordinary shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £99,000.00;
- b. B ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £10,000.00,

up to an aggregate nominal amount of £109,000.00, each having the respective rights and subject to the respective restrictions set out in the articles of association adopted pursuant to resolution 2 above, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date no longer than five years from the date the resolution is passed 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

#### **SPECIAL RESOLUTION**

- 5 **THAT**, subject to the passing of resolution 4 and in accordance with section 571 of the Act, the directors be generally and unconditionally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act or any pre-emption rights contained in the Company's articles of association or otherwise did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £109,000.00; and
- b. expire on a date no longer than five years from the date the resolution is passed 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.

**Signed:** .....  
**Director**

DocuSigned by:  
*Rolf Hess*

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27 October 2023  
**Date**.....