

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ALLBOUND UK LIMITED (12452230)
(the "Company")

CIRCULATION DATE: 4 March 2024

The undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agrees pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution (the "**Resolution**") by way of written resolution and agrees that the Resolution shall, for all purposes be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held in accordance with the Company's articles of association (the "**Articles**").

SPECIAL RESOLUTION

It was resolved that the provisions of the Articles be altered by the insertion of the following as a new article 10(A):

"1 Notwithstanding anything contained in these articles, the Model Articles or otherwise:

1.1 any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and

1.2 the directors shall not refuse to register, nor suspend registration of,

any transfer of shares where such transfer is:

1.2.1 in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a "**Financial Institution**"), to which or whom such shares are mortgaged or charged by way of security, or in favour of a purchaser of such shares (a "**Purchaser**") pursuant to the enforcement of such security (whether such Financial Institution or Purchaser is acting as agent, trustee or otherwise);

1.2.2 executed by a Financial Institution or Purchaser to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid

pursuant to a power of sale or other power under any security document which creates any security interest over such shares;

1.2.3 executed by a receiver or manager or similar officer appointed by or on behalf of a Financial Institution pursuant to any security document which creates any security interest over such shares; and/or


1.2.4 delivered to the company for registration by a Financial Institution or by a receiver or manager or similar officer appointed by or on behalf of a Financial Institution, or by a Purchaser of shares.

2. Any present or future lien on shares, dividends or moneys payable in respect of shares howsoever arising, which the company has shall not apply in respect of any shares which have been mortgaged or charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article.
3. A certificate executed by the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, or a receiver or manager appointed by or on behalf of such Financial Institution, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such a fact.
4. A certificate executed by the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, or a receiver or manager appointed as above, certifying that such transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.
5. For the purposes of this Article, “person” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.
6. If there is any inconsistency between any provision of these Articles 10A 1-6 and any provision of any other Article, the provision of these Articles 10A 1-6 shall apply.”

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on 4 March 2024 hereby irrevocably agrees to the Resolution.


for and on behalf of
ALLBOUND, INC.

Name: Paul Szemerényi

Date 4 March 2024