

Company number 12638439

The Companies Act 2006
Private company limited by shares
Written resolutions
of
EMPOWERMENT IP CAPITAL LIMITED

1 September 2021 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of **EMPOWERMENT IP CAPITAL LIMITED** (the "**Company**") propose that each of the resolutions below is passed as a special resolution of the Company (the "**Special Resolutions**").

Special Resolutions:

1. Reference is made to the proposed allotment and issue of 250 ordinary shares of £1.00 in the capital to the Company to LYRICAL OPPORTUNITY PARTNERS, L.P. (the "**New Shares**"). It is noted that the directors of the Company are generally and unconditionally authorised, for the purpose of section 550 Companies Act 2006, to exercise any power of the Company to allot and issue such New Shares. It is hereby resolved that the pre-emption rights set out in articles 22 (*Pre-emption rights*) of the articles of association of the Company shall not apply to the allotment and issue of such New Shares and are hereby waived.
2. It is hereby resolved that a new article 22.4 shall be inserted into the articles of association of the Company as follows:

"22.4 The provisions of this Article 22 shall not apply to any allotment or issue of equity securities of the Company allotted and issued:


 - 22.4.1 on a *pro rata* basis pursuant to a dividend, sub-division or consolidation, reorganisation, recapitalisation, reclassification or a similar transaction;
 - 22.4.2 to employees or directors of the Company pursuant to any employee incentive plan approved by the Directors from time to time; or
 - 22.4.3 upon the exercise of any options or warrants or upon the conversion or exchange of any debenture, warrant, option or convertible loan or security, in each case which was validly issued or granted by the Company."

Important:

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

undersigned, being persons entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolutions.

[Signature page follows]

Signature: 

Date: 01/09/2021

Name: N J Batiste for Saffery Ltd
Corporate Director

For and on behalf of: **KUNDERANG LIMITED**

Signature:

Date:

Name: **GUY HARLEY OSEARY**

Signature:

Date:

Name:

For and on behalf of: KUNDERANG LIMITED

Signature: 

Date: 1 September 2021

Name: GUY HARLEY OSEARY

Notes

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Soho Works, 2 Television Centre 101 Wood Lane, White City, London, United Kingdom, W12 7FR).
 - By post (by returning the signed copy to Soho Works, 2 Television Centre 101 Wood Lane, White City, London, United Kingdom, W12 7FR).
 - By email (by returning a scan of the signed copy to James Connop: james.connop@empowermentip.com).
2. **The resolutions will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
6. 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.