

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PACE-XL LIMITED

Company Number: 12921633

(the Company)

Circulation Date: 5 February 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the sole director of the Company (the **Director**) proposes that the resolutions below (the **Resolutions**) be passed.



SPECIAL RESOLUTION

4 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the date falling five years after the date of this Resolution.

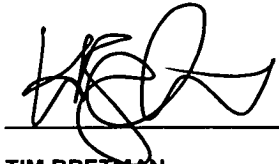
FRIDAY



JNI *J9XPWGWO* 05/02/2021 #105
COMPANIES HOUSE

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

THE UNDERSIGNED, being the sole shareholder of the Company on the Circulation Date, **HEREBY IRREVOCABLY AGREES** to the Resolutions.



TIM BRETMAN

Dated: 5 February 2021

Notes

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company at its registered address. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. Pursuant to the provisions of section 502(1) of the Act, a copy of this document was sent to the Company's auditors on the Circulation Date.