

Company Number: 12921633

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDER RESOLUTION

of

PACE-XL LIMITED

(Company)

17th September 2021 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company (the **Directors**) propose that resolution numbered 1 below is passed as a special resolution and resolution numbered 2 below is passed as an ordinary resolution (together the **Resolutions**).

SPECIAL RESOLUTION

ADOPTION OF ARTICLES OF ASSOCIATION

1. **THAT** the articles of association in the form appended to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, any existing or previous articles of association of the Company.

ORDINARY RESOLUTION

2. **AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company and/or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate amount of £1.45 made up of 1,450 B Ordinary shares of £0.001 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of this resolution.


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

WE THE UNDERSIGNED, being all the eligible members of the Company **HEREBY IRREVOCABLY AGREE** to the Resolutions.



TIM BRETMAN

Dated: 18th September 2021



MARTIN ROWLAND

Dated: 21st September 2021



DANNY HARGEST

Dated: 20th September 2021

ED HOOK

Dated: 20th September 2021



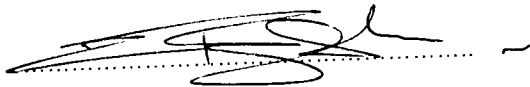
ALASDAIR PENMAN

Dated: 20th September 2021



JOE BARRS

Dated: 20th September 2021



CHRISTOF TAYLOR-SMITH

Dated: 21st September 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. 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 Resolutions to pass, it will lapse.
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.