

Company No. 13006400

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

FREEDOM FIBRE LIMITED

(the Company)

21 March **2024**

(the Circulation Date)

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006 (the **Act**)), irrevocably agree to the following resolutions of the Company, Resolutions 1-2 having effect as ordinary resolutions and Resolutions 3-4 having effect as special resolutions, in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

ORDINARY RESOLUTIONS

1. **THAT** the directors be and are generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all the powers of the Company to allot shares and grant rights to subscribe for or convert securities into shares up to an aggregate nominal value (within the meaning of section 551(3) and (6) of the Act) of £ 15,499,234 in connection with the capitalisation of the shareholder loan advanced by Freedom Bidco Limited to the Company. This authorisation shall expire on the date falling 1 month from the date of these resolutions (save that the Company may before the expiry of this authority make an offer or agreement which might require shares to be allotted after such expiry and the directors may allot shares in pursuant of such offer or agreement as if the authority conferred by these resolutions had not expired).
2. **THAT** the directors be and are generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all the powers of the Company to allot shares and grant rights to subscribe for or convert securities into shares up to an aggregate nominal value (within the meaning of section 551(3) and (6) of the Act) of the amount set out in clause 3.1 of the share purchase agreement dated 20 December 2023 made between (among others) the Company and VX UK Holdings Limited (the **SPA**) and to be set out in the letter of application from VX UK Holdings Limited. This authorisation shall expire on the date falling 1 month from the date of these resolutions (save that the Company may before the expiry of this authority make an offer or agreement which might require shares to be allotted after such expiry and the directors may allot shares in pursuant of such offer or agreement as if the authority conferred by these resolutions had not expired).

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of Resolutions 1 and 2:
- (a) article 6 of the articles of association of the Company be disappplied and the directors be given power to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted by Resolutions 1 and 2; and
 - (b) the directors be given power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted by Resolution 1 as if section 561 of the Act did not apply to any such allotment.

This authorisation shall expire on the date falling 1 month from the date of these resolutions (save that the Company may before the expiry of this authority make an offer or agreement which might require shares to be allotted after such expiry and the directors may allot shares in pursuant of such offer or agreement as if the authority conferred by these resolutions had not expired).

4. **THAT**, on and from Completion (as such term is defined in the SPA) the articles of association in the form attached to this document at Appendix 1 be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all previous articles of association.

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above.

Date: 21 March 2024

Signed by **CHRIS JOHN CHISNALL:**

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Chris John Chisnall
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Signed by **JANICE CHISNALL :**

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J Chisnall
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Signed by **PAUL THOMAS CHISNALL :**

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Paul Thomas Chisnall
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Signed by **NICOLA JANE PRINCE:**

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Nicola Jane Prince
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Signed by **FRANK COCKER :**

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Signed by **ANN COCKER :**

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Signed by **TREVOR KEITH JOHNSTON :**

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Keith Johnston
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Signed by **ALISON ELEANOR JOHNSTON :**

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Alison Eleanor Johnston
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Signed by **ANTHONY PETER ALDRED :**

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Anthony Peter Aldred
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Signed by **PETER LUSTY :**

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) *Peter Lusty*
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Signed by **JOHNATHAN MICHAEL SHERLOCK:**

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) *Johnathan Michael Sherlock*
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Signed by **JOHN ROBERT HUTT :**

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) *John Robert Hutt*
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Signed by **SIMON JOHN WILKINSON :**

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) *Simon John Wilkinson*
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Signed by **ANKIT GOVIND RUIA :**

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) *A. Ruia*
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Signed by **ANTHONY MOORE :**

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) *A. Moore*
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Signed by **VANESSA KAREN MOORE :**

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) *Vanessa Karen Moore*
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Signed by **DARREN JOHN WOODS :**

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) *Darren John Woods*
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Signed by **DAVID GEOFFREY WAINE:**

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) *D. Waine*
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Signed by **NEIL MCARTHUR** :)
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) *Neil McArthur*
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Signed by **ANNE MARGARET MCARTHUR**:)
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Signed by **DAVID ANDREW IAN**)
MCARTHUR :)
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Signed by **ROBERT CLARKSON** as attorney)
for **SIR CHARLES WILLIAM DUNSTONE**)
CVO under a power of attorney dated 5)
December 2023:) DocuSigned by:
) *Robert Clarkson*
) F58A4A76AFD9480...

Signed by **ROBERT CLARKSON** as attorney)
for **ROGER WILLIAM TAYLOR** under a)
power of attorney dated 5 December 2023:) DocuSigned by:
) *Robert Clarkson*
) F58A4A76AFD9480...

Signed by **ANDREW MARK CHISNALL**:)
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) DocuSigned by:
) *Andrew Mark Chisnall*
) C93F5FD1CC434F5...