

Company Number: 13236609

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

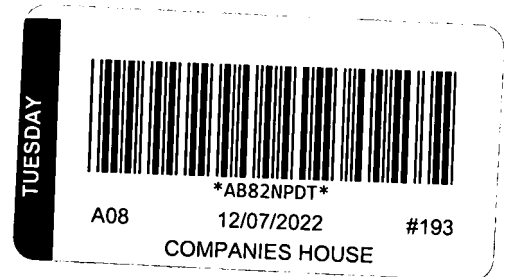
WRITTEN RESOLUTIONS OF THE SHAREHOLDER

of

AC PIFERI LIMITED

(the Company)

16 June 2022 (the Circulation Date)



Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the **Act**), the director of the Company proposes that resolution 1 below is passed as a special resolution (the **Resolutions**).

I, the undersigned, being the sole eligible member of the Company who would, at the date of these Resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which I was present, do hereby resolve in accordance with the provisions of Chapter 2, Part 13 of the Act to pass the following Resolutions as special resolutions as noted below:

SPECIAL RESOLUTIONS

IT IS HEREBY RESOLVED THAT:

1. With immediate effect, that the articles of association of the Company shall be amended as follows:
 - 1.1 Article 7 of the Model Articles shall be amended by:
 - 1.1.1 the insertion of the words "**for the time being**" at the end of article 7(2)(a); and
 - 1.1.2 the insertion in article 7(2) of the words "**(for so long as they remain the sole director)**" after the words and the director may.
 - 1.2 Article 11 of the Model Articles shall be amended by:

- 1.2.1 the insertion of the words "**Subject to article 11(3)**" at the start of article 11(2); and
 - 1.2.2 the insertion of a new article 11(3) which will read: "**If and so long as the Company shall have only one director, article 7(2) of the Model Articles shall apply and the sole director shall be entitled to exercise all the powers and shall carry out all the duties assigned to directors. In such instance, the quorum for the transaction of business shall be one director.**"
- 1.3 The existing articles of association shall be renumbered accordingly.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

These Resolutions have effect notwithstanding any provision of the Company's articles of association.

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

These Resolutions will come into effect on the date on which the member of the Company signs these Resolutions.

The undersigned, being the member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by
CASADEI

ALFREDO

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Dated: 16 June 2022

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with 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:
 - 1.1 By Hand: delivering the signed copy to Flat 15 1-10 Summers Street, London, England, EC1R 5BD;
 - 1.2 Post: returning the signed copy by post to Flat 15 1-10 Summers Street, London, England, EC1R 5BD;
 - 1.3 By email: sending a scanned copy to [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 indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they 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. 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.