

Company number 13403283

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MEGA ADVANCED LIMITED (**Company**)

10 February 2022

Dated

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary and special resolutions (respectively) (**Resolutions**).

ORDINARY RESOLUTIONS

1. Sub-division of Share Capital

THAT, in accordance with section 618 of the Companies Act 2006, the one ordinary share of £1.00 in the issued share capital of the Company be sub-divided into 100 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary share of £1.00 in the capital of the Company as set out in the Company's articles of association for the time being.

2. Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £10,555,56 provided that this authority shall, unless renewed, varied or revoked by the Company, expire one month after the date of this resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

3. Cancellation of Shares

THAT subject to the passing of resolution 1 the issued share capital of the Company be reduced from £1.00 to £0.01 by cancelling and extinguishing 99 of the issued ordinary shares of £0.01 each in the Company and the amount by which the share capital is so reduced be repaid to the holder of those shares.

4. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £10,555,56; and
- b. expire one month after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).

And the Company's Articles of Association shall be amended accordingly.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the Resolutions:

Signed by

(print name) Lucy Penelope Mercey

Signature

(Sign) *Lucy Mercey*

Date

10 February 2022
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NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company using one of the following delivery methods:

- **By hand.** Delivering the signed copy to the Company's registered office.
- **Post.** Returning the signed copy by post to the Company's registered office.
- **Email.** Attaching a scanned copy of the signed document to an email and sending it to Stuart Hutson (stuart.hutson@templebright.com). Please type "Written resolutions of Mega Advanced" in the email subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3. Unless by the date falling 21 days from the date hereof, sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of 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.