

Co. Reg. No. 13453917

The Companies Act 2006

Company Limited by Shares

**WRITTEN RESOLUTIONS**

-of-

**ECLIPTIC HOLDINGS LIMITED**

I, being the only member of the above-named Company (the "Company") who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, hereby resolve that the following resolutions shall have effect as written resolutions of the Company in accordance with the Companies Act 2006 and agree for all purposes that the said resolutions shall be as valid and effective as if they were special resolutions passed at a general meeting of the Company (with such meeting being duly convened and held).

**Authority to allot**

1. 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 shares in the Company (**Rights**) up to an aggregate nominal amount of £999 provided that this authority shall, unless renewed, varied or revoked shall expire on the on the first anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**Disapplication of pre-emption rights**

2. THAT, subject to the passing of resolution 1 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.

**Creation of share classes**

3. THAT the issued shares in the Company be divided into the following classes of shares (all to be Ordinary shares of £1 each and each having the same rights and restrictions and ranking pari passu in all respects with each other):
  - a) 255 A1 shares;
  - b) 255 A2 shares
  - c) 150 B1 shares;
  - d) 150 B2 shares;
  - e) 150 B3 shares; and
  - f) 40 B4 shares.

**Conversion of issued share**

4. THAT the one Ordinary share of £1 in the capital of the Company issued on the incorporation



of the Company (and now registered in the name of Anthony Ralph Hunt) be and it is hereby converted into an A1 Ordinary share of £1.

A handwritten signature in black ink, appearing to be 'AR Hunt', written over a dotted line.

AR Hunt  
(sole member)

Dated: 28<sup>th</sup> January 2022