

Company number: **13726764**  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
Of  
NUMARQE CAPITAL LIMITED  
(the Company)

On 21st December 2022 the following resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006.

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting the following provision after the existing Article 26 (5) as a new Article 26 (6)

"Article 26 (6) Share transfers in connection with Secured Institutions

Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Article 26 (6) (to the effect that any provision contained in this Article 26 (6) shall override any other provision of these Articles):

(a) The directors of the Company (a) shall not decline and shall promptly register any transfer of shares and (b) may not suspend any registration thereof, in each case where such transfer is:-

(i) to any bank, building society, institution, company or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, building society, institution, company or other person (or a person acting as agent or security trustee for such person) (Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or

(ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares and/or register the Secured Institution or its nominee or transferee as legal owner of the shares; or

(iii) executed by a Secured Institution or its nominee pursuant to a power of sale or other power under such security; or

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(iv) executed by a receiver, manager or other insolvency practitioner appointed by or on behalf of any Secured Institution or its nominee or transferee, under any such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary contained in these Articles:

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee or transferee;

(ii) no Secured Institution or its nominee or transferee; and

(iii) no receiver, manager or other insolvency practitioner appointed by or on behalf of any Secured Institution or its nominee or transferee,

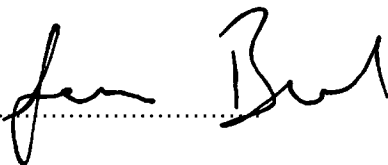
shall be required to offer the shares which are or are to be the subject of any such transfer to the members or shareholders for the time being of the Company or any of them, and no such member or shareholder shall have any right under these articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

(b) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 26 (6) (a) above).

(c) No resolution shall be proposed or passed the effect of which would be to delete or amend this Article 26 (6) unless not less than 21 days' written notice thereof shall have been given to each such Secured Institution by the Company

Any variation of this Article 26 (6) shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

Signed .....  
Director

A handwritten signature in black ink, appearing to be 'J. B.', is written over a dotted line. The signature is fluid and cursive.