

If you agree to the below resolutions, please signify your agreement by signing and dating this document where indicated and returning it to the Company. Unless sufficient agreement has been received for the resolutions to pass within 28 days of the Circulation Date (defined below), they will lapse. You should read the notes at the end of this document before signifying your agreement to the below resolutions.

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ALEPH INTERNATIONAL HOLDINGS (UK) LTD

(the “**Company**”)

(Registered in England & Wales - No. 13899793)

(Circulated on 13 May 2022) (“Circulation Date”)

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (“CA 2006”), the following resolutions be passed in the case of (A) as an ordinary resolution, and in the case of (B), (C) and (D) as special resolutions:

ORDINARY RESOLUTION

(A) THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot:

- i. A1 Shares (as defined in the articles of association of the Company to be adopted pursuant to resolution (B)) and/or grant rights to subscribe for, or to convert any security into, any such A1 Shares up to an aggregate nominal amount of £1,676,885; and
- ii. A2 Shares (as defined in the articles of association of the Company to be adopted pursuant to resolution (B)) and/or grant rights to subscribe for, or to convert any security into, any such A2 Shares up to an aggregate nominal amount of £1,676,885,

for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

- (B) THAT with effect from the passing of this resolution new articles of association in the form produced to the meeting and annexed to this written resolution be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
- (C) THAT the 1,000 ordinary shares of £0.01 each be re-designated as 1,000 A1 Shares of £0.01 each in the capital of the Company.
- (D) THAT all and any rights of pre-emption or other restriction on the issue and allotment of shares (pursuant to the Company's articles of association or otherwise) be and are hereby irrevocably and unconditionally waived in respect of the issue allotment of the shares referred to in Resolution (A) above.

I/We, the undersigned, each being a member entitled to vote on the above resolutions on the Circulation Date above, IRREVOCABLY AGREE to AND PASS the above resolutions:

Signature:



Jason Joannou

Name:

Duly authorised for and on behalf of ALEPH
INTERNATIONAL HOLDINGS INC.

Date: 16 May 2022

NOTES

1. You may 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 to all of 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:

- by hand: delivering the signed copy to the Company at its registered office addressed to Richard Usher;
- by post: returning the signed copy by post to the Company at its registered office addressed to Richard Usher;
- by email: e-mailing a scan of the signed resolutions by email to richard.usher@alephcommodities.com.
- By electronic signature platform: by returning the signed copy via the electronic signing platform in accordance with the signing instructions set out in the email generated by that platform.

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, by the date which is 28 days after the date of and including the Circulation Date, 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.