

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
EVERFIELD HOLDINGS LTD
REGISTERED NUMBER: 14073120
(the "Company")

CIRCULATION DATE: 22 July 2022

Pursuant to s.281 and Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose to its members that written resolutions 1 and 2 are passed as special resolutions of the Company and that written resolution 3 is passed as an ordinary resolution of the Company (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. **THAT**, the articles of association attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (the "**New Articles**").
2. **THAT**, subject to the passing of resolution (1) above, the existing issued one ordinary share of €1.00 in the capital of the Company be and is hereby sub-divided into 100 shares of €0.01 each in the capital of the Company and re-designated as 100 A ordinary shares of €0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.

ORDINARY RESOLUTIONS

3. **THAT**, subject to the passing of resolutions (1) and (2) above, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot:
 - a. up to 999,900 A ordinary shares of €0.01 each, having an aggregate nominal value of €9,999;
 - b. up to 8,700 B ordinary shares of €0.01 each, having an aggregate nominal value of €87;
 - c. up to 169,602 C1 ordinary shares of €0.01 each, having an aggregate nominal value of €1,696.02;

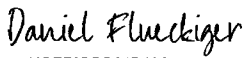
- d. up to 20,714 C2 ordinary shares of €0.01 each, having an aggregate nominal value of €207.14; and
- e. up to 1,604,639 preference shares of €0.01 each, having an aggregate nominal value of €16,046.39,

up to a total aggregate nominal amount of €28,035.55 each having the respective rights and subject to the respective restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling five years from the date on which this Resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

[Signature page follows]

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolution.

For and on behalf of **AQ Crossover Holdings Ltd**

DocuSigned by:

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By: Daniel Flueckiger

Title: Director

Date: 22 July 2022

NOTES

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Unless, by the end of the period 28 days beginning with the Circulation Date stated at the head of this document, 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 that period. Your agreement will be ineffective if received after that date.
3. 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.