

THE COMPANIES ACT 2006  
WRITTEN RESOLUTION OF THE SHAREHOLDERS OF  
HOLDCO NEP LIMITED (COMPANY NUMBER 14377228)  
(THE "COMPANY")

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CIRCULATION DATE: 27<sup>th</sup> January 2023

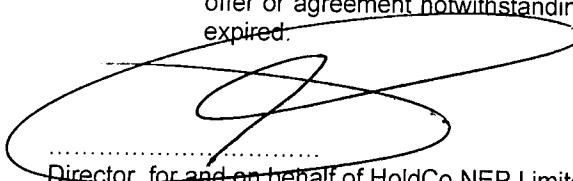
DATED: 27<sup>th</sup> January 2023

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On 27<sup>th</sup> January 2023 the following resolutions were duly passed as written resolutions of the Company by all its members (the "**Resolutions**"), in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the Resolutions, were entitled to vote on the Resolutions.

**RESOLUTIONS**

1. **THAT** in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot B ordinary shares in the Company up to an aggregate nominal amount of £545,502 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 28<sup>th</sup> February 2023 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 resolution has expired
2. **THAT** 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:
  - be limited to the allotment of equity securities up to an aggregate nominal amount of £545,502; and
  - expire on 28<sup>th</sup> February 2023 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



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Director, for and on behalf of HoldCo NEP Limited