

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF  
APS GROWTH HOLDINGS LIMITED  
(the Company)

On 26 March 2024, the following resolutions were duly passed as ordinary and special resolutions of the Company by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA2006):

ORDINARY RESOLUTIONS

1. Redesignation of shares

THAT the entire issued share capital of the Company as at the date of this resolution be redesignated as ordinary A Shares, bearing the rights set out in the articles of association proposed to be adopted under Resolution 4 below.

In approving this Resolution 1, each holder of shares in the Company confirms that they are giving their consent to any associated change in class rights.

2. Authority to allot

THAT, in accordance with section 551 of the CA 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 November 2028 and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

## SPECIAL RESOLUTIONS

### 3. Disapplication of pre-emption rights

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[, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £10 and expire on 1 November 2028 (unless renewed, varied or revoked by the Company prior to or on that date).

### 4. Adoption of articles

THAT, the draft regulations attached to this written resolution be adopted as the articles of association of the Company in substitution for, and in exclusion of, the Company's existing articles of association.



ALEXANDER BARTHO

Director