

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**WRITTEN RESOLUTION OF SAM/ISA HOLDCO LTD**

(a company registered in England no. 15026619)

(Company)

CIRCULATION DATE: 19 December 2023

DATE PASSED: 19 December 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that resolutions 1, 2, 3 and 6 below are hereby passed as special resolutions and resolutions 4 and 5 are passed as ordinary resolutions ("the Resolutions").

**SPECIAL RESOLUTION**

**RE-DESIGNATION OF SHARES**

1. **THAT**, the 100 ordinary shares of £1.00 each in the capital of the Company, credited as fully paid, be and hereby are re-designated and converted into 100 X ordinary shares of £1.00 each in the capital of the Company to have the rights contained in the New Articles to be adopted pursuant to resolution 2 .

**ADOPTION OF NEW ARTICLES OF ASSOCIATION**

2. **THAT**, the articles of association (**New Articles**) attached hereto, be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.

**NEW SHARE CLASSES**

3. **THAT**, two new classes of shares, Y ordinary shares of £1.00 each in the capital of the Company and X ordinary shares of £1.00 each, be and are hereby created, having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to resolution 2.

**ORDINARY RESOLUTION**

**JOINT VENTURE AGREEMENT**

4. **THAT**, the entry by the Company into a joint venture agreement to be made between (1) Sama Ventures 2 Ltd, (2) JK Group of Companies Limited; (3) the Company and (4) SO Asset Management Two Ltd be and hereby is approved for all purposes (including for the purposes of section 190 of the Act).

**ORDINARY RESOLUTION**

**AUTHORITY TO ALLOT SHARES**

5. That, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £300, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years following the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the directors of the Company in accordance with section 551 of the Act.

### SPECIAL RESOLUTION

#### DISAPPLICATION OF PRE-EMPTION RIGHTS

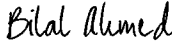
6. **THAT**, in addition to any existing authorities, subject to the passing of resolutions 1, 2, 3, 4 and 5 above and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 5, as if all and any rights of pre-emption over such equity securities, including section 561(1) of the Act and the articles of association of the Company, did not apply to any such allotment, provided that:
- (a) this power shall be limited to the allotment and issue of 300 Y shares of £1.00 each.
  - (b) this power shall expire on the date that is five years after the passing of this resolution (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; and
  - (c) this power shall replace all subsisting powers previously given to the directors for the purposes of section 570, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under any such power.

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the sole member of the Company, irrevocably agree to such Resolutions:

Signed by Bilal Ahmed on behalf of **Sama Ventures 2 Ltd**

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19 December 2023

Date:

## NOTES

1. Shareholders who wish to agree to such Resolutions should signify their agreement in one of the following ways:
  - Sign and return this document to Shakespeare Martineau LLP for the attention of Catherine Moss; or
  - By e-mail to [catherine.moss@shma.co.uk](mailto:catherine.moss@shma.co.uk) attaching a scanned copy of the signed document.

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. If sufficient agreement is not received within 28 days of the circulation of the Resolutions then the Resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the Resolutions, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
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.