

THE COMPANIES ACT 2006
WRITTEN SPECIAL RESOLUTIONS

of

IP HOLDINGS LTD
COMPANY NUMBER 15310415 (Company)

(Passed on: 23 December 2023) ^{WW}

Circulation Date: 23 December 2023 ^{WW}

The directors of the Company propose that the following resolutions are passed as special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (**Special Resolutions**):

1. THAT the share capital of the Company is increased to £406 by the creation of 25 A Ordinary shares of £1 each, 149 B Ordinary shares of £1 each, 15 C Ordinary shares of £1 each, 150 D Ordinary shares of £1 each, 20 E Ordinary shares of £1 each, 20 F Ordinary shares of £1 each, 20 S shares of £1 each, 1 W1 share of £1, 1 W2 share of £1, 1 W3 share of £1, 1 W4 share of £1, 1 W5 share of £1 and 1 W6 share of £1 in the capital of the Company.
2. THAT, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £405 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2025. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.
3. THAT, subject to the passing of the above resolution and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the above resolution, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £405; and
 - (b) expire on 31 December 2025 (unless renewed, varied or revoked by the Company prior to or on that date).
4. THAT the terms of the attached Share-for-share Exchange Agreement be approved as required under section 190 of the Companies Act 2006.

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5. THAT the articles of association attached to this written resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with immediate effect.

AGREEMENT

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

The undersigned, being the sole person entitled to vote on the Special Resolutions, hereby irrevocably agrees to the Special Resolutions.

Name	Signature	Date
IAN SMITH		23 December 2023 ^{wh}

NOTES

1. If you agree with the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office.
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the date of circulation of the Special Resolutions, sufficient agreement has been received for the Special Resolutions to pass, they will lapse. If you agree to the Special Resolutions, please ensure that your agreement reaches us before this date.
5. 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.
6. 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.