

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
SIMEC GHR LTD (the "Company")

CIRCULATION DATE: 10 December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company hereby propose that the following resolutions be passed as an ordinary resolution and a special resolution (the "Resolutions"):

ORDINARY RESOLUTION

1. **THAT**, the 13,804 Ordinary shares of £1.00 each held by VH AUSLANDSBETEILIGUNGEN GMBH in the capital of the Company be redesignated into 13,804 A Ordinary shares of £1.00 each in the capital of the Company; and the of 1,534 Ordinary shares of £1.00 each held by Alexander Reading in the capital of the Company be redesignated into 1,534 B Ordinary shares of £1.00 each in the capital of the Company.

SPECIAL RESOLUTION

2. **THAT**, the new articles of association annexed to these Resolutions and marked "A" be adopted in substitution for and to the exclusion of the Company's existing articles of association ("**New Articles**").

AGREEMENT

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

The undersigned, being the only persons entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to the Resolutions.



ALEX READING

10/12/2021

Date

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Executed by VH
AUSLANDBETEILIGUNGEN GMBH,

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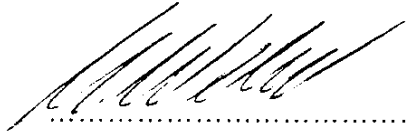
Uwe Wehnhardt

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Dr. Tobias Keitel

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ALEX READING

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Date

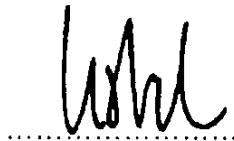

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10/12/2021
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Uwe Wehnhardt

Date

VH AUSLANDBETEILIGUNGEN GMBH


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10/12/2021
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Tobias Keitel

Date

VH AUSLANDBETEILIGUNGEN GMBH

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Mungo Graham, Harrison Clark Rickerbys, Ellenborough House, Wellington St, Cheltenham, GL50 1YD.

Post: returning the signed copy to Mungo Graham, Harrison Clark Rickerbys, Ellenborough House, Wellington St, Cheltenham, GL50 1YD.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to mgraham@hcrlaw.com. Please enter "Written Resolution" in the e-mail subject box.

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. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, prior to 28 days from the date of the Resolutions, 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 this date.
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.

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