

EXECUTION VERSION

WRITTEN RESOLUTION

of

APPLIED KILOVOLTS LIMITED

Private Company Limited by Shares

Company No. 02101051 (the Company)

Circulation Date: 20 May 2021

Passed On: 20 May 2021

The undersigned, being the **SOLE MEMBER** of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that resolutions below are passed as ordinary resolutions (the "**Ordinary Resolutions**") and special resolutions (the "**Special Resolutions**"), together with the Ordinary Resolutions, the "**Resolutions**", pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. For the purpose of the Resolutions, capitalised terms used but not otherwise defined shall have the meaning given in the draft resolutions of the board of directors of the Company appended as Appendix A hereto.

ORDINARY RESOLUTIONS

1. **THAT** it would be for the benefit of the members as a whole that the Company enters into and/or performs its obligations under the Documents (including without limitation the Loan Agreement and the Security Documents).
2. **THAT** the terms and transactions contemplated by, and the execution and delivery by the Company of the Documents to which the Company is a party and the performance by the Company of its obligations thereunder be and are hereby approved, in each case, in the form produced to the sole member with such amendments thereto as the Authorised Person may in his absolute discretion approve.
3. **THAT** the authorising of:
 - 3.1.1 the Authorised Person (or in the case of a deed, the Authorised Person in the presence of a witness who attests the signature of the Authorised Person) to approve the terms of the transactions contemplated by the Documents or any other documents in connection with the Financing and to execute, on behalf of the Company (as a deed or otherwise), the Documents to which it is a party, in the form produced to the meeting, with any amendments that the Authorised Person may approve and any other documents in connection with the financing relating to the Financing be and is hereby approved; and



3.1.2 the Authorised Person:

- to sign and/or despatch on behalf of the Company all documents and notices to be signed and/or despatched by the Company in connection with the Documents and the Financing;
- on behalf of the Company to execute and deliver any agreement, power of attorney, deed or other document required to be executed and delivered in connection with the Documents and the Financing; and
- to do all other acts and things that the Authorised Person may consider necessary or desirable in connection with the Documents and the Financing,

subject in each case to such amendments, amendments and restatements, supplements, modifications, renewals, replacements, substitutions and extensions that the Authorised Person may approve, be and is hereby approved.

4. **THAT** any of the Documents may be signed using electronic signature and that this method of signature is as conclusive as if signed by manuscript signature.
5. **THAT** the sole director is instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as he shall deem necessary or appropriate.
6. **THAT** the provision of any guarantee and/or security by the Company pursuant to the terms of the Documents and the entry by the Company into the Documents to which it is a party and the performance of the transactions contemplated thereby are in the commercial interests of the Company and will promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company.
7. **THAT** any act done or document executed pursuant to the foregoing resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the sole director of the company contained in or incorporated by reference in the Company's articles of association (such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions).
8. **THAT** any steps taken or act done by the Authorised Person in connection with the Documents, including but not limited to any steps and acts listed in these Resolutions, prior to these Resolutions be approved, authorised and ratified.

SPECIAL RESOLUTION

THAT Model Article 26(5) of the Model Articles (pursuant to section 19 of the Companies Act 2006 (c.46)) as incorporated into the Company's Articles of Association shall be disappplied in its entirety and replaced with the following Article:

"16.4 Notwithstanding anything contained in these Articles (including by reference to the Model Articles), the directors may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;*
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or*
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,*

and furthermore, notwithstanding anything to the contrary contained in these Articles:


- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;*
- (b) no Secured Institution or its nominee; and*
- (c) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,*

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

Agreement

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

The undersigned, being the sole member of the Company who would on the above-stated date be entitled to attend and vote at a general meeting of the Company, hereby irrevocably agrees to the Resolution:

DocuSigned by:

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Signed by
ADAPTAS ACQUISITION CO.

Date: 20 May 2021

EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

1. This document is proposed by the board of directors of the Company.
2. This document is sent to the member on the Circulation Date written above.
3. If you wish to signify agreement to this document, please follow the procedure below:
 - 3.1 you (or someone acting on your behalf) must sign and date this document;
 - 3.2 if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document; and
 - 3.3 please return the document to the Company.
4. Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
5. If, within 28 days of the Circulation Date, agreement has not been received from you, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.