

Company number: 07433966

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

PLANVINE LTD (the "Company")

Circulated on 23 December 2022 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolutions 2 and 3 below are passed as special resolutions (together the "**Resolutions**"):

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £1,277.993 provided that:
- (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all subsisting authorities.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of resolution 1 above, the articles of association of the Company attached to these Resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
3. **THAT**, subject to the passing of resolution 1 above, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities pursuant to the authority conferred by resolution 1 above as if any rights of pre-emption to which shareholders of the Company may be entitled howsoever arising (including, but not limited to, under the Company's existing articles of association, the New Articles, the Act and/or under any shareholders' agreement in force between the Company and its shareholders from time to time) did not apply to such allotment.

AGREEMENT

UKMATTERS:68642957.1



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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

EXECUTED by)
Barnaby Graham David Clark)
DocuSigned by:
Barnaby Graham David Clark
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Signature

EXECUTED by)
Christopher Crossley)
DocuSigned by:
[Signature]
7E59A86B4D8B42E...
Signature

EXECUTED by)
James Stilwell)
DocuSigned by:
James Stilwell
725D75A0E0FC439...
Signature

EXECUTED by)
Sardis Capital Limited)
acting by an authorised)
signatory)
DocuSigned by:
OSMAN MARDIN
139F299D8AF342D...
Authorised Signatory

EXECUTED by)
Turi Benjamin Munthe)
DocuSigned by:
Turi Munthe
057CEEEF9D2D4D8...
Signature

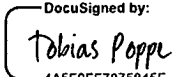
EXECUTED by)
Mehmet Osman Arif Mardin)
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OSMAN MARDIN
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EXECUTED by)
Richard Fearn)
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EXECUTED by)
Seedrs Nominees Limited)
acting by an authorised)
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Attorney

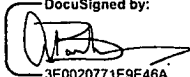
EXECUTED by
Tobias Poppe

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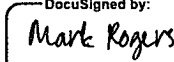
EXECUTED by
Andrew Barker

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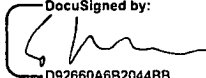
EXECUTED by
Mark Rogers

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EXECUTED by
James David Drummond,
Viscount Strathallan

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