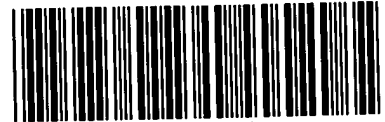


WEDNESDAY



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COMPANIES HOUSE

Annexure C

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ELEVATE LEGAL SERVICES UK LIMITED
(the "**Company**")

Company No. 08484761

Circulation Date: 15 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that resolution 1 below be passed as an ordinary resolution and resolution 2 be passed as a special resolution (the "**Resolutions**"):

1. ORDINARY RESOLUTION

"**THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements to be effected under or pursuant to the Documents (defined below) to which it is a party and perform its obligations and exercise its rights in relation to the following:

1. a loan and security agreement between amongst others, the Company and Avidbank (the "**Bank**");
2. a composite debenture between, amongst others, the Company and the Bank;
3. [TBC – any other Loan Document;] and
4. a director's certificate issued by the Company to the Bank,

(together the "**Documents**").

2. SPECIAL RESOLUTION

"**THAT** the articles of association of the Company be amended by inserting a new article 26A as follows:

"26A Notwithstanding anything contained in these articles the directors of the company 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) delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (c) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or

(d) 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;

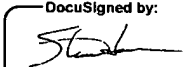
(b) no Secured Institution or its nominee; and

(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 shareholders for the time being of the company or any of them, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not."

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, being the sole "eligible member" (as defined in Section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agrees to the Resolutions:

DocuSigned by:

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For and on behalf of ELEVATE SERVICES INTERNATIONAL BV

Dated: 15 May 2023