

Registered Number: **09897919**

MODULR FS LIMITED
(the "Company")



PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTION CIRCULATED ON 25 November 2021
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

We, the undersigned being the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolutions as special resolutions to take immediate effect as if they had been passed as special resolutions at a general meeting duly convened and held:

SPECIAL RESOLUTIONS

THAT the Articles of Association of the Company be amended by adding the following new articles:

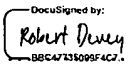
1. **"85. TRANSFER OF SHARES AND LIEN PROVISIONS IN RELATION TO SECURITY
HOLD BY A SECURED INSTITUTION**

85.1 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):

- 85.1.1 to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person) (a "**Secured Institution**"); or
- 85.1.2 delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or
- 85.1.3 executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law, or receiver or manager appointed by or on behalf of any Secured Institution or its nominee under such security, and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.

2. 85.2 Notwithstanding anything to the contrary contained in the Articles, the Company shall have no lien on any share that has been charged or mortgaged to a Secured Institution (as defined in Article 85.1 above) by a member by way of security or that are transferred in accordance with any provision of the Articles and no Secured Institution shall be obliged to comply with any call notice issued by the directors in respect of any shares transferred to it or mortgaged or charged by way of security to it, and the provisions of Article 32 shall not apply in respect of any such share.”

We, the undersigned, being entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed.

Signed by DocuSigned by: ) Date25 November..... 2021
for and on behalf of)
MODULR HOLDINGS LIMITED)