

SEPARATOR SHEET

COMPANIES HOUSE BARCODE

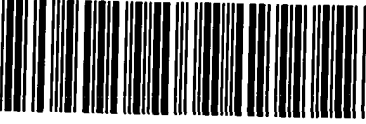
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ABWMLSK



Company Number: 03399865

EXECUTION VERSION

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

of

MULTIGERM UK ENTERPRISES LIMITED

(Company Number 03399865)

(the “Company”)

Circulation date: 26th January 2023 (the “Circulation Date”)

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 the resolutions below are passed as ordinary resolutions and a special resolution, as appropriate (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 latest draft minutes of a meeting of the board of Directors of the Company appended as Appendix A hereto.

ORDINARY RESOLUTIONS

THAT:

1. the terms of, and the transactions contemplated by, the Documents be and are hereby approved;
2. the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents and its entry into the Documents would be most likely to promote the success of the Company for the benefit of its members as a whole;
3. notwithstanding any provision of the memorandum (if any) and articles of association of the Company, or any personal interest of any of the directors, the directors of the Company are unconditionally authorised and empowered to execute and deliver the Documents on behalf of the Company;
4. any director of the Company (or, in the case of a document to be executed by the Company as a deed, any two directors or any director and a secretary (as applicable) or any director in the presence of a witness) be and is hereby authorised to execute and/or dispatch the Documents and any other document, certificate or notice contemplated by or in connection with the Documents on behalf of the Company, in each case, with any such amendments as he or she may in his or her absolute discretion think fit and to deliver;
5. any steps taken or act done by any director of the Company in connection with the Documents and/or any transactions contemplated therein, including but not limited to any steps and acts listed in these Resolutions, be approved, authorised and ratified.

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by the adoption of new articles as Article 25, Article 26 and Article 27 (and that the existing articles be renumbered and cross references amended accordingly) as follows.

"25. Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary, the directors and/or the company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is:

- a) a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing In loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security; or*
- b) a purchaser, transferee or other recipient of the shares from such bank, institution or other entity.*

A certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact.

26. Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary, any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on the transfer of shares contained in these articles shall not apply where shares are being transferred by way of security to:

- a) a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution or other entity); or*
- b) a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity.*

27. Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary, where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased.

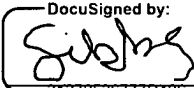
A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of the fact."

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions for and on behalf of

SYMPROVE HOLDINGS LIMITED

DocuSigned by:

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Name: **ANDREW GIBBS**

Title: **CFO**

Date: **26th January 2023**

NOTES:

1. If you agree with 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:
 - a. By hand: delivering the signed copy to the Company's registered office.
 - b. Post: by returning the signed copy by post to the Company's registered office.
 - c. Email: attaching a scanned copy of the signed document to an email and sending it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by the date 28 days after the Circulation Date sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.

Appendix A
Directors' Written Resolution