
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

AIT PARTNERSHIP GROUP LIMITED

(the Company)

(Registered in England and Wales - No. 04499201)

(Circulated on 29 October 2021) (Circulation Date)

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed as special resolutions:

SPECIAL RESOLUTION

1. That the articles of association of the Company be amended as follows:

1.1 By adopting the following as a new Article 5 by replacing the existing Article 5 in its entirety:

5 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 other 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, or to any purchaser of such shares following enforcement of 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:

- (d) no Secured Institution or its nominee;

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- (e) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee; and
- (f) no person to whom shares are transferred by a Security Institution or its nominee, manager or receiver,

shall be required as a condition of registration of any transfer of shares to be bound by the terms of any shareholder agreement.

1.2 By amending Article 7 to be 'Article 7. A' and adopting the following as a new Article 7. B:

- 7. B Notwithstanding anything contained in these Articles, any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Institution.

1.3 By adopting the following as a new Article 22 and the subsequent articles are renumbered accordingly:

PRE-EMPTION

- 22. No transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer referred to in the Articles 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 under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not.

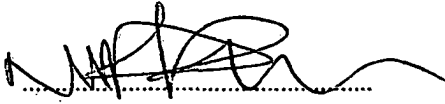
1.4 By adopting the following as a new Article 23 and the subsequent articles are renumbered accordingly:

SHARE CERTIFICATES

- 23. Notwithstanding anything contained in these Articles, the directors of the Company shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions to which any of the shares in the Company are mortgaged or charged by way of security at that time.

If you agree to the above resolutions, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

We, the undersigned, being the sole member of the Company entitled to vote on the above resolutions on the Circulation Date, IRREVOCABLY AGREE to the above resolutions:

Signature: 

Name: Neal Harrison

Duly authorised for and on behalf of
Convergence (Group Networks)
Limited

Date: 29 October 2021

Notes:

- 1 You may choose to agree to **all** of the resolutions or **none** of them but **you cannot agree to some only** of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods (as applicable):

By hand: by delivering the signed copy to the Company, 670 Eskdale Road, Winnersh, Wokingham, Berkshire, RG41 5TS; or

By post: by returning the signed copy by post to the Company, 670 Eskdale Road, Winnersh, Wokingham, Berkshire, RG41 5TS; or

By electronic signature platform: by returning the signed copy via DocuSign in accordance with the signing instructions set out in the email generated by that platform.
- 2 If you do not agree to all of the resolutions, you do not need to anything. 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 sufficient agreement has been received for the resolutions, to pass by the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company on or before the Circulation Date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 - (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:

- (d) no Secured Institution or its nominee;
- (e) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee;
and
- (f) no person to whom shares are transferred by a Security Institution or its nominee, manager
or receiver,

shall be required as a condition of registration of any transfer of shares to be bound by the terms of any shareholder agreement.

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Director

Date: 29 October 2021