

Company number
04529917

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF
VEBRA SOLUTIONS LIMITED
(the “Company”)

Circulation Date: 15 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declares that the following resolutions shall have effect as a special resolution as if passed by the Company in general meeting duly convened and held:

SPECIAL RESOLUTION

1. THAT the existing articles of association of the Company be amended such that a new article 37 is added as follows:

“37. Transfer of Shares to a Secured Institution

Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer:

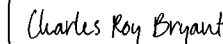
- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or affiliate of such bank or institution whether such bank, institution or person acting as agent, trustee, on its own account or otherwise (a “Secured Institution”); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution and no Secured Institution shall be required to comply with any restriction on the transfer of such shares contained in these articles or offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them (and no Company lien shall apply to such shares), and no such shareholder shall have any right under the articles to require such shares to be transferred to them whether for consideration or not.”

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions.

The undersigned being the eligible member of the Company entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions indicated above:

DocuSigned by:

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VEBRA LIMITED

Dated 15 May 2023

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
2. If you do not agree to all of the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.