

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COOLABI LICENSING LIMITED

Company Number: 04719448

(the "Company")

7 July 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out in paragraphs 1 to 4 (inclusive) are passed as ordinary resolutions and the resolution set out in paragraphs 5 and 6 are passed as special resolutions (the "**Resolutions**").

ORDINARY RESOLUTIONS

- 1. [Redacted]
- 2. [Redacted]
- 3. [Redacted]
- 4. [Redacted]
- 5. [Redacted]
- 6. [Redacted]

**SPECIAL RESOLUTIONS**

**5 THAT** a new Article shall be inserted after Article 20:

"Article 21 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

21(1) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

(i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or

(ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

(iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security, and the directors shall forthwith register any such transfer of shares upon receipt 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 or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

21(2) The directors 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 (as defined in Article 21(1) above).

21(3) The lien set out in regulation 8 in Table A shall not apply to shares held or to be held by a Secured Institution (as defined in Article 21(1) above). Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

**6 THAT** a new Article shall be inserted after Article 21:

"Article 22 Any pre-emption, tag along and drag along rights (if any) conferred on existing members or any other person by these Articles or otherwise and any other restrictions on, or conditions applicable to, the transfer of Shares contained in these Articles or otherwise shall not apply to any transfer of Shares where such transfer is to a Secured Institution, or to any nominee or nominees of such a Secured Institution."

## AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to each of the Resolutions.

DocuSigned by:  
  
Signed: .....3AB4F1CA90A94A3..... Dated: .....7 July..... 2022

for and on behalf of  
Coolabi Limited

## **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 where indicated above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy addressed to the directors of the Company at the Company's registered office;
  - (b) **Post:** returning the signed copy by post addressed to the directors of the Company at the Company's registered office; or
  - (c) **Email:** attach a scanned copy of the signed document to an email and send it to [scott@talenthouse.com](mailto:scott@talenthouse.com) (with a copy to [dominika.leyshon@squirepb.com](mailto:dominika.leyshon@squirepb.com))
- 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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, before the end of the period of twenty-eight (28) days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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 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.