

Fixnetix Limited
(Registered number 05460456)
(the "Company")

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

Circulation date: 28 May 2021

THURSDAY



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03/06/2021

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COMPANIES HOUSE

1 Preamble

- 1.1 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 at paragraph 2 below (the "**Resolution**") is passed as a special resolution of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolution 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.

2 Special Resolution

2.1 THAT:

- (a) the articles of association of the Company be amended by inserting a new Article 79 as follows:

"79. Secured Parties

79.1 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 that transfer is:

(a) to a secured party and/or a company or other entity to whom such shares are transferred at the direction of a secured party and/or a receiver;

(b) delivered to the company for registration by a secured party in order to perfect its security over the shares; or

(c) executed by a secured party or a receiver pursuant to the power of sale or otherwise 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 those shares) and no secured party or a receiver shall be required to offer the shares which are or are to be the subject of any such transfer 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 otherwise to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these articles, the company and the

directors shall not be entitled to exercise any lien which the company has in respect of those shares.

79.2 *In this article:*

(a) *“secured party” means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing; and*

(b) *“receiver” means any administrator, administrative receiver, receiver or receiver and manager or similar entity appointed by a secured party.”*

Agreement:

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the Resolution be passed as special resolution of the Company.



For and on behalf of
Options Technology Limited

Date: 28 May 2021

Important:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
 - deliver it by hand or send it by post to the Company's registered office
 - fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of "Harry Brignal" to 30 St Mary Axe, London, EC3A 8AF; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to harry.brignal@kirkland.com.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Unless, by (and including) the date falling 14 days from the circulation date of these Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.