

Company number 05874229

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of PRESTAT GROUP LIMITED (Company)

Circulation Date 15th December 2022

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**Ordinary Resolutions**).

ORDINARY RESOLUTIONS

1. Approve a motion to convert the 1,000 existing preference shares into ordinary shares, which has the impact of increasing the ordinary number of shares in issue from 873 to 1,873 and decreasing the number of preference shares to nil.
2. Approve the loan agreement for €1,800,000 of new debt to be granted by SIMEST as a Lender to the Company as a Borrower

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution (**Special Resolutions**).


SPECIAL RESOLUTIONS

3. **Disapplication of Pre-emption Rights and Allotment.** Authorise Micaela Illy to proceed with a capital increase for a sum of €1,200,000, issuing and allotting 334 nominal shares to SIMEST for a value of £1 each of which £334.00 is for the nominal value of the shares and the balance to be computed as reserves (i.e. a participation equivalent to 15.13%) and the disapplication of Domori's pre-emption rights on said capital increase operation. The operation will result in the Company having a total of 2,207 ordinary shares with a nominal value of £1 each.
4. **Adoption of New Articles of Association.** Approve a motion to amend the existing Articles of Association of the Company as required by SIMEST with new tag along rights, the right for SIMEST to transfer shares, subject to Domori's pre-emptive rights to buy. That the regulations contained in the printed document produced to the meeting be and are hereby adopted as the Articles of Association of the Company in substitution for the existing articles of association of the Company.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 15 December 2022, hereby irrevocably agrees to the Resolution:

Signed by Domori S.p.A. 

Date 15-12-2022

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by post to Micaela Illy, Unit 8, Powergate Business Park, Volt Avenue, Park Royal, London, NW10 6PW or to micaela.illy@prestat.co.uk. You may not return the Resolution to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by 19th December 2022 sufficient agreement is 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.