

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COOLABI GROUP LIMITED

Company Number: 07192983

(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 resolutions set out in paragraphs 5, 6, 7 and 8 are passed as special resolutions (the "Resolutions").

ORDINARY RESOLUTIONS

- 1. [REDACTED]
- 2. [REDACTED]
- 3. [REDACTED]
- 4. [REDACTED]
- 5. [REDACTED]
- 6. [REDACTED]
- 7. [REDACTED]
- 8. [REDACTED]

SPECIAL RESOLUTIONS

- 5 THAT Article 26.1 be deleted and be replaced by the following:
- 6 "26.1 The quorum for the transaction of business at a meeting of directors is any two Eligible Directors." THAT for the purposes of section 175 of the Companies Act 2006 and the articles of association of the Company (the "Articles") none of the directors who is also a director or a shareholder of the Parent or any Group Company (as defined in the Articles) (each a "Relevant Company") shall infringe such director's duty to avoid a situation in which such director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company as a result of any Relevant Company entering into or otherwise being interested in a Transaction Document, any document related thereto or, as the case may be, the transactions contemplated thereby and each such director is hereby authorised to the fullest extent permitted by law and shall not be prevented from being counted as participating in the decision making process for quorum and voting purposes in respect of the Transactions and the Transaction Documents and THAT these resolutions have effect notwithstanding any provision of the Articles (including without limitation Article 27, of the Articles) which would or might otherwise prevent a director from being counted as participating in the decision making process for quorum and voting purposes in respect of the Transactions and the Transaction Documents and the Articles shall be construed accordingly.
- 7 THAT a new Article shall be inserted after Article 35:
- "Article 36 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):
- 36(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.

36(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).

36(3) The lien set out in Article 32 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."

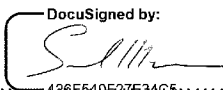
8 THAT a new Article shall be inserted after Article 36:

"37 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.

Signed:  DocuSigned by: Dated: 7 July 2022
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for and on behalf of
Quest Digital Ltd