

Registered Number: 07476617

THE COMPANIES ACTS

GIGACLEAR LIMITED

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

**to which Chapter 3 of Part 3
of the Companies Act 2006 applies**

The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 31 MAY 2023:

AS A SPECIAL RESOLUTION

THAT the articles of association of the Company (as adopted by special resolution on 18 May 2023) (the “Articles”) be amended with effect from the passing of this special resolution as follows:

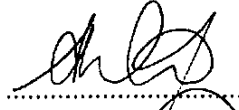
1. the existing definition of “**Reorganisation**” contained in article 15.8 of the Articles shall be deleted in its entirety and substituted with the following words (with those words italicised below being the only difference between the existing definition and the amended definition proposed pursuant to this special resolution):

““**Reorganisation**” shall mean the acquisition by a Newco of all of the issued share capital of the Company on and subject to the following terms:

- (a) Newco shall acquire all of the issued share capital of the Company in exchange for the issue of shares in itself carrying rights and obligations, to the extent reasonably practicable, the same or similar in all material respects to the rights attaching to the Shares in the capital of the Company for which they are exchanged;
- (b) completion of the acquisition by Newco of all of the Greater Shareholder Majority’s Shares shall occur simultaneously with the acquisition of the Called Shares; and
- (c) immediately following completion of the Reorganisation:
 - (i) the entire issued share capital of the Company will be beneficially owned by Newco;
 - (ii) the entire issued share capital of Newco will be held by such persons (including the Greater Shareholder Majority and each Called Shareholder) in the same proportions as they held the Shares immediately prior to completion of the Reorganisation, *provided that the provisions of this paragraph (ii) will be regarded as having been satisfied if one of the Newco shareholders holds one additional Newco share when compared to the number of Shares it held immediately prior to completion of the Reorganisation as a result of it holding the Newco subscriber*

share, with the consequential impact on the proportion of Newco shares held by each Newco shareholder; and

- (iii) rights and obligations of each class of share in issue in the capital of Newco are, to the extent reasonably practicable, the same or similar in all material respects to the rights attaching to the Shares in the capital of the Company for which they are exchanged.”



Director/Secretary

Date 31 MAY 2023