

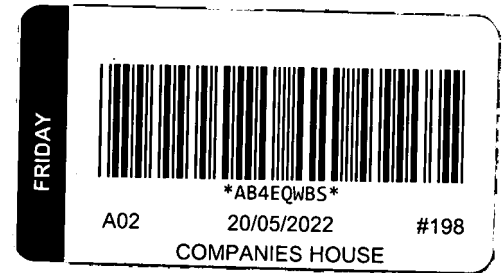
Company number 09218957

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Tinizine Limited (Company)



Circulation date

29 April 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

1. THAT the articles of association of the Company shall be amended by inserting a new Article 54 as follows:

"54.1 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

54.2 Notwithstanding anything to the contrary contained in these articles:

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred; and
- (b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in paragraph (a) above to be transferred to them whether for consideration or not.

54.3 Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution.

54.4 Notwithstanding anything to the contrary contained in these articles, the directors may not issue a notice of intended forfeiture in relation to any shares in the Company pledged to or subject to security in favour of a Secured Institution without their consent in writing.

54.5 Notwithstanding anything to the contrary contained in these articles, the directors may not send a call notice to a member who is a Secured Institution.

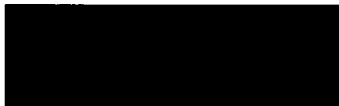
54.6 Notwithstanding anything to the contrary contained in these articles:

- (a) the directors may issue warrants and allot related shares to a Secured Institution and the directors may not decline to make the allotment or issuance if so requested by a Secured Institution or make any limitation in connection with the value of the warrants; and
- (b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a warrant or proposed warrant referred to in paragraph (a) above to be transferred to them whether for consideration or not.

AGREEMENT

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

The undersigned, entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:



Signature of Shareholder

.....

Name of Shareholder

5/3/2022
.....

Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above. 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. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless within 28 days of circulation of the 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 the Company before or during this date.