

Company No. 09523903

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF CURVE OS LIMITED
(the "Company")**

In accordance with Chapter 2 Part 13 of the Companies Act 2006, the following resolutions were circulated on 12 October 2021 to all the Company's shareholders entitled to attend and vote at a general meeting of the Company. It is confirmed that the following specific resolutions were passed by the Shareholder on 12 October 2021.

SPECIAL RESOLUTION

1. **THAT** a new article 37 be inserted into the Articles of Association of the Company as follows:

"37. Share Transfers

- 37.1 Notwithstanding any provision contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):

(a) the directors of the Company shall not decline to register any transfer of shares in the Company which are the subject of a security interest (a "**Share Charge**"), nor suspend registration thereof where such transfer is in favour of:

(i) a Secured Party;

(ii) a chargee or mortgagee of such shares or any receiver or delegate;

(iii) any nominee of a chargee or mortgagee of such shares;

(iv) a purchaser of such shares from a chargee or mortgagee (or its nominee or any other entity acting on its behalf) of such shares; or

(v) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares or from any other insolvency practitioner in the course of selling those shares,

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact;

(b) the Company's lien shall not attach to the shares of the Company subject to a Share Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares;

(c) the directors shall not have any right of forfeiture over the shares of the Company subject to a Share Charge; and

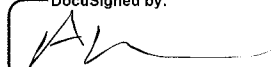
(d) no Secured Party shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

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For the purposes of this article, "**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 or other entity acting on behalf of any of the foregoing.

Passed: 12 October 2021

Certified correct by:

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Alistair Houghton
Company Secretary of Curve OS Limited