

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

APEX CONNECTED LIMITED

(**"Company"**)27 January 2022

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that resolution 5 below be passed as an ordinary resolution and resolutions 1 to 4 be passed as special resolutions (Resolutions):

SPECIAL RESOLUTION

1. THAT the articles of association (New Articles) attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
2. THAT the first of the existing issued ordinary shares of £1 in the capital of the Company in the ownership of Mr Chris Hutchings be converted into one Founder Share of £1 in the capital of the Company having the rights and subject to the restrictions set out in the New Articles.
3. THAT the remaining six issued ordinary shares of £1 in the capital of the Company in the ownership of Mr Chris Hutchings be subdivided in 600 Ordinary Shares of £0.01 each having the rights and subject to the restrictions set out in the New Articles
4. THAT in accordance with section 570 of the Companies Act 2006, the sole director be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 5 as if section 561(1) did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of Ordinary Shares of £0.01 each, having the rights and subject to the restrictions set out in the New Articles, up to an aggregate nominal amount of £4.00; and
 - b. expire on the date which is six months from the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the sole director may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

ORDINARY RESOLUTION

5. THAT in accordance with section 551 of the Companies Act 2006, the sole director of the Company be generally and unconditionally authorised to allot additional Ordinary Shares of £0.01 each in the Company up to an aggregate nominal amount of £4.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is six months from the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after

such expiry and the sole director may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, being the only person entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed:)	... <i>Christopher Hutchings</i>
)	
Print name:)	Christopher Hutchings.....
)	
Date:)	27 January 2022.....
)	

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand: delivering the signed version to 3rd Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
 - Post: returning the signed version to 3rd Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
 - Fax: faxing the signed version to 0151 600 3009 marked "For the attention of Nathan Samuel"; or
 - Email: by attaching a scanned copy of the signed version to an email and sending it to Nathan.Samuel@brabners.com. Please enter "Written Resolution" in the email subject box.
 - DocuSign: by logging into the DocuSign envelope containing a copy of the Resolutions and circulated by Nathan.Samuel@brabners.com and applying your signature as indicated.

You may not return the Resolutions to the Company by any other method. If you do not agree to the Resolutions, 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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.