

**Company Number: 09790070**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

**OF**

**TRANSFERGO HOLDINGS LIMITED**  
(the "**Company**")

It is confirmed that in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions were circulated on the 2 November 2023 to all of the Company's shareholders entitled to attend and vote at a general meeting of the Company. It is confirmed that the following resolutions (together, the "**Resolutions**" and each a "**Resolution**") were passed as an ordinary resolution or as special resolutions (as indicated) on **9 November 2023**.

**ORDINARY RESOLUTION**

1. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £75.8725 provided that:
  - a. unless renewed, varied or revoked by the Company, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and
  - b. the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted and/or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in addition to all subsisting authorities.

**SPECIAL RESOLUTION**

2. **THAT**, subject to Resolution 1 above being passed, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the Company's articles of association from time to time or the Act) in respect of the allotment and issue of shares and/or grant of rights to subscribe for or to convert any security into shares made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disappplied.

Certified correct by a Director for and on behalf of OHS Secretaries Limited:

*Shawn Atkinson*

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Secretary of **TransferGo Holdings Limited**