

Company number: 09802196

**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**OF**

**YOUTILITY LIMITED**

(the “Company”)

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Circulation Date: 8 September 2023

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Pursuant to Chapter 2 Part 13 Companies Act 2006, the directors of the Company propose that the following resolutions be passed, Resolution 1 as a special resolution and Resolution 2 as an ordinary resolution:

**SPECIAL RESOLUTIONS**

1. **THAT**, with immediate effect, the new articles of association in the form attached to these Resolutions, be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

**ORDINARY RESOLUTIONS**

2. **THAT**, subject to the passing of Resolution 1, the 5,110,702 A Ordinary Shares of £0.000001 each in the capital of the Company be re-designated as 5,110,702 Ordinary Shares of £0.000001 each in the capital of the Company.

*Please read the notes at the end of this document before indicating your agreement to the Resolutions by completing and signing below.*

We are entitled to vote on the Resolutions on the Circulation Date and by signing below we irrevocably agree to the Resolutions as indicated:

Signed by Elias Janetis  
for and on behalf of **YOUTILITY HOLDCO  
LIMITED**

DocuSigned by:  
Elias Janetis  
.....3A770A1F30E4452.....

Date: 8 September 2023

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**NOTES:**

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to the Resolutions or not. If you agree, please signify your agreement by signing and dating this document where indicated above and returning it either by email to the Company.
3. The Resolutions will lapse on if not passed by the date 28 days from the Circulation Date. If you agree to the Resolutions, please ensure that this document reaches us before or on this date. Any duly signed Resolutions received after that date will not be counted.
4. 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.
5. Once you have signified your agreement to the Resolutions by signing and returning this document to the Company you may not revoke your agreement.