

Company Number: 10407229
The Companies Act 2006
Private Company Limited by Shares

WRITTEN RESOLUTIONS OF
ASTUTE CAPITAL PLC (the "Company")

29 March 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of the Company propose that resolutions 1 and 2 be passed as ordinary resolutions and resolution 3 be passed as special resolutions.

ORDINARY RESOLUTION

Sub-division of issued shares	
1.	THAT, in accordance with section 618 of the Companies Act 2006, the 50,000 Ordinary Shares of £1 each in the issued share capital of the Company be sub-divided into 16,999,864 Ordinary Shares of £0.0029412 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1 each in the capital of the Company as set out in the Company's articles of association for the time being.

ORDINARY RESOLUTION

Authority to Allot	
2.	THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £55,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years following the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.



SPECIAL RESOLUTION

Pre-emption rights	
3.	<p>THAT, in accordance with section 569 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561 of the CA 2006 and any rights of pre-emption in the Company's articles of association did not apply to any such allotment, provided that this power shall:</p> <ul style="list-style-type: none">a) be limited to the allotment of equity securities up to an aggregate nominal amount of £55,000,000; andb) expire five years following the passing of this resolution (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 Directors 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 documentary before signifying your agreement to the Resolutions.

The undersigned, being the sole shareholder entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions:

Signed on behalf of
the Sole Shareholder



Date of Signature

.....16/06/2022.....

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office marked for the attention of the Board of the Company or by hand to a director of the Company.
2. You may not return the Resolutions to the Company by any other method.
3. 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.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, by the last day of the 28 day period beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.