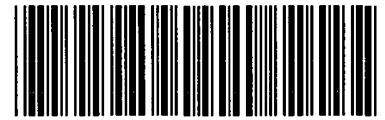


OPTIMALE LTD
(company number 10878576)
(the "Company")
Private company limited by shares
Written Resolutions

19 October 2022 (the "Circulation Date")

THURSDAY



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COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions below are passed as special resolutions (the "**Resolutions**").

Special Resolutions

Removing restrictions on transfer of shares

The articles of association of the Company be amended by the insertion of a new article to be numbered article 55 in the following terms:

55. "Removing restrictions on transfer of shares

55.1. Notwithstanding any other provisions of these Articles:

55.1.1. the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where:

55.1.1.1. such transfer is executed in favour of any bank or institution to which such shares have been mortgaged or charged, including any nominee, receiver or agent of such bank or institution (a "Secured Institution"), or

55.1.1.2. such transfer is executed by a Secured Institution pursuant to the power of sale under such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts, or

55.1.1.3. the shares are delivered to the Company for registration by a Secured Institution in order to perfect its security over those shares; and

55.1.1.4. the directors of the Company shall immediately register any such transfer of shares upon receipt;

55.2. any provision in these Articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in paragraphs 55.1.1 to 55.1.1.4 above; and

55.3. any lien on shares which the Company has shall not apply in respect of any shares which have been charged to a Secured Institution."

Notes

- 1 If you agree to the proposed special resolutions, please sign and date this document on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm the date 28 days after the Circulation Date stated overleaf:
 - 1.1 by hand or by post to the Company's registered office at 71-75 Shelton Street, Covent Garden, London WC2H 9JQ; or
 - 1.2 by electronic mail addressed to Callum Treacy at callum@manual.co.
- 2 If you do not agree to the special resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The special resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the special resolution is passed.
- 4 The special resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for an special resolution is eligible members representing a 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the special resolutions once you have signed and returned this document to the Company.
- 6 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.

Agreement

The undersigned, persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

Menwell Limited acting by its director:

Signed:

Name: George Leonidas Pallis

Date: 20 October 2022