

**Company number 10967805**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**CUSHON GROUP LIMITED ("Company")**

20 January

**2023 ("Circulation Date")**

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

**SPECIAL RESOLUTIONS**

1. **THAT**, subject to the passing of Resolution 2 below the 1,026,453 A preferred shares of £0.001 each in the capital of the Company be reclassified as 1,026,453 ordinary shares of £0.001 each in the capital of the Company, such shares having the respective rights and being subject to the respective restrictions attaching thereto under the new articles of association of the Company adopted pursuant to Resolution 2 below.
2. **THAT**, the draft articles of association attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

**AGREEMENT**

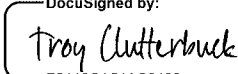
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company on the Circulation Date, hereby irrevocably agrees to the Resolutions:

**Shareholder Name**

**Signature & Date**

For and on behalf of **Cushon Holdings Limited**

DocuSigned by:  
  
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Date: 20 January 2023

## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:

- (a) **By Hand:** delivering the signed copy to Olivia Baccarella c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB;
- (b) **Post:** returning the signed copy by post to Olivia Baccarella c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB; or
- (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [olivia.baccarella@squirepb.com](mailto:olivia.baccarella@squirepb.com).

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 Resolutions, you may not revoke your agreement.
- 3 Unless, by the date being 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, 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.