

Company No. 11574427

MIDWINTER CAPITAL LIMITED

**WRITTEN RESOLUTION OF MIDWINTER CAPITAL LIMITED (THE "COMPANY")
PURSUANT TO S.281 AND PART 13 CHAPTER 2 COMPANIES ACT 2006**

Circulation Date: 22 December 2021

In accordance with Part 13 Chapter 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution.

SPECIAL RESOLUTION

That, conditional on this resolution being passed on or before 06 January 2022:

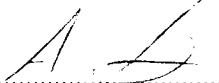
- 1 the Company's share capital be reduced by cancelling and extinguishing 133,332 of the ordinary shares of €1.00 each in the Company's capital; and
- 2 the amount so reduced be credited to a reserve and treated as realised profits.

Agreement to written resolution

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

The undersigned, being a person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution.

Signed by Andreas Klimek
for and on behalf of Midwinter Capital AG

Signature.....

Date: 22 December 2021

NOTES

Procedures for signifying agreement

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

Period for agreeing to written resolution

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolution to pass, it will lapse. However, if you agree to the resolution, please ensure that your agreement reaches us before or during 06 January 2022. The requirements of the Companies Act 2006 are such that the resolution may be ineffective if the agreement of members representing not less than 75% of the total voting rights of eligible members is not received on or before that date.