

Company No. 13347416

The Companies Act 2006

A Private Company Limited By Shares

Printed copy of Written Resolutions

of

SEGMENT MANAGEMENT LIMITED (the "Company")

The following resolutions were duly passed on 23 August 2022 by way of written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"):

Ordinary Resolutions:

1 Subdivision

That, each issued ordinary share of £1.00 in the share capital of the Company be subdivided into 1,000 ordinary shares of £0.001 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 £1.00 in the share capital of the Company as set out in the Company's articles of association for the time being.

2 Authority to allot A ordinary shares

That, in accordance with section 551 of the Act, the directors be and are generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £11.39 and comprising 11,390 A ordinary shares of £0.001 each and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is 5 years after 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 grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

3 Authority to allot ordinary shares

That, in accordance with section 551 of the Act, the directors be and are generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £16.71 and comprising 16,710 ordinary shares of £0.001 each and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is 5 years after 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 grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

Special Resolutions:

4 Disapplication of pre-emption rights

That, subject to the passing of the resolution numbered 2 above and in accordance with section 570 of the Act, the directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £11.39 and comprising 11,390 A ordinary shares of £0.001 each; and
- (b) expire on the date that is 5 years after 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.

5 Disapplication of pre-emption rights


That, subject to the passing of the resolution numbered 3 above and in accordance with section 570 of the Act, the directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £16.71 and comprising 16,710 ordinary shares of £0.001 each; and
- (b) expire on the date that is 5 years after 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.

6 New Articles

That subject to the passing of resolutions 1, 2, 3, 4 and 5 above, the new articles of association in the form annexed to this resolution, be and are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Signed:

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Director

Date: 23 August 2022