

SPRK HOLDINGS LTD
Company Number: 13423843

Shareholder Resolution

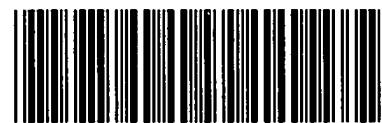
Resolution passed on 15th Jun 2023



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COMPANIES HOUSE

Shareholder Resolution coversheet

Company Number: 13423843

Circulation date: 14th Jun 2023

The Companies Act 2006

Company Limited by Shares

Written Resolution of the members of SPRK HOLDINGS LTD (the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "CA 2006"), the following resolution (the "**Resolution**") is proposed by the Directors as a special resolution. The Resolution was first circulated to members of the Company on 14th Jun 2023 (the "**Circulation Date**").

Special resolution

SPRK HOLDINGS LIMITED

Registered No. 13423843

(the "Company")

Companies Acts

SHAREHOLDERS' WRITTEN RESOLUTION

CIRCULATED ON 14 June 2023

PURSUANT TO CHAPTER 2

OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and that resolution 2 below be passed as a special resolution:

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby authorised to allot shares in the capital of the Company (or grant rights to subscribe for or to convert any security into shares in the Company) provided that this authority shall be restricted to up to a maximum of 1,515,152 Ordinary Shares of £0.00005 each in the capital of the Company pursuant to and in accordance with the terms of an unsecured convertible loan note instrument of the Company dated on or around the date of this resolution as amended or varied from time to time, PROVIDED ALWAYS THAT the authorities set out in this resolution shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the

Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived and dis-applied in respect of any allotment of shares made pursuant to resolution 1 above, including but not limited to any right of pre-emption under article 38 of the Articles of Association.

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

I/We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

Notes:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above. If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. Please note however that the resolutions will be legally binding if they are passed by the requisite majorities, whether or not you have replied.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date noted above, 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 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 (where the Company does not already hold a copy of the relevant power of attorney or authority).



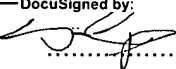
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6. The Directors of the Company are recommending the dis-application of pre-emption rights referred to in Resolution (2) to create loan stock for the Company to fund its ongoing growth and development.

Please read the notes set out below before signing or taking any action on these resolutions

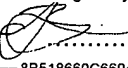
Agreement of members

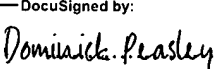
We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:

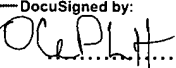
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 → NEWSTEAD CAPITAL LIMITED
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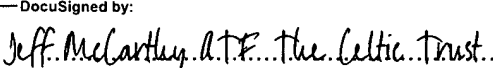
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 → Brennan Super (WA) Pty Ltd ATF Brennan Super
 Fund
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DocuSigned by:

 → Wall Street Nominees Pty Ltd ATF The ATANDJA
 Trust
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 → Dominick Peasley
 D59841EBE58D47A...

DocuSigned by:

 → ACG Limited
 82278CDC5F1546D...

DocuSigned by:

 → Jeff McCarthy ATF The Celtic Trust
 7872BC4FE18A443...

..... → The Elcot Class A Fund Shares

..... → Ventura Capital GP Limited

..... → Adam Digby Knight

DocuSigned by:

Nicholas Julian Freeman..... → Nicholas Julian Freeman

62FF199338FB45D...

..... → Marcus Ronald Rule

DocuSigned by:

Robert Alan Mapstone..... → Robert Alan Mapstone

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DocuSigned by:

Simon James Atkinson..... → Simon James Atkinson

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..... → Stephen Mark Bailey Scott

..... → Vineberg Investment Limited



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..... → Maria Goroh

DocuSigned by:

Matthew Terence Keats..... → Matthew Terence Keats

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DocuSigned by:

William Robert Tovey..... → William Robert Tovey

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Matthew Francis Fitzgerald..... → Matthew Francis Fitzgerald

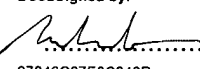
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DocuSigned by:

Jacques Henri Maurice Stern..... → Jacques Henri Maurice Stern

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..... → Sir David Charles Ord

DocuSigned by:

27946C07E8C940D... → Starfin Pty Ltd ATF the Michael Salmon
Superannuation Fund

..... → Matthew David Gillett

..... → Edward Matthews


..... → Geoffrey Julian Lougher Knight

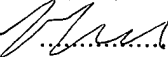
..... → Jonathan Frederick Gomer


..... → Paul Michael Boulard

..... → Philip David Jenkins

..... → Simon Richard Brazier

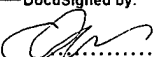
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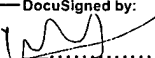
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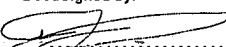
..... → Michael John Eakins

..... → Nicholas Mark Hartley

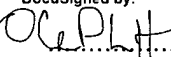
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..... → Jamie Paul Vaughan Rake

DocuSigned by:
..... → William Lloyd Carey-Evans
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DocuSigned by:
..... → Dom Peasley
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..... → Trustee for Cloud Family Trust

DocuSigned by:
..... → Oliver Plunkett
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..... → Jerry Downes

..... → Michael Patrick Thomas Lynagh

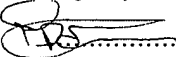
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..... → Nicholas Mark Wells
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DocuSigned by:

B2C9A6DF8E95473... → Simon Champ

DocuSigned by:

4D563C8DAD4C4B8... → Peter David Courtney

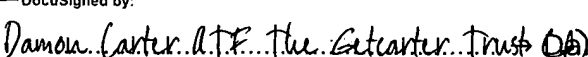
..... → Ben Smith

..... → Mark Richards

..... → Silvereye Capital Limited

DocuSigned by:

FAB2369F54554C0... → Andrew Wyke

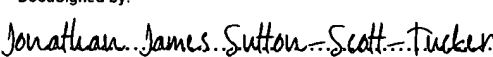
DocuSigned by:

E525E47941C6412... → Damon Carter ATF The Getcarter Trust (*)

..... → Carl Coward

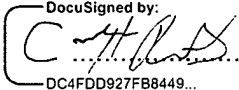
..... → Claire Louise Blacker

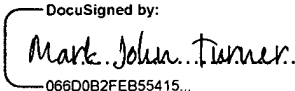
..... → Joshua Cameron

..... → Pepe Para

DocuSigned by:

280060BF1508463... → Jonathan James Sutton-Scott-Tucker

..... → Samantha Lorraine Thompson

DocuSigned by:
..... → Prometheus Asset Management Pty Ltd
DC4FDD927FB8449...

DocuSigned by:
..... → Mark John Turner
066D0B2FEB55415...

..... → Matthew Sidell



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Notes

- 1) If you agree with the Resolutions, please sign this document above alongside your name or the name of the person on whose behalf you are authorised to act.
- 2) Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.
- 3) 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 or authority to support@vestd.com.