

Registered number: 13894656

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PEPPER INDIA FINANCIAL HOLDINGS LIMITED

(the "Company")

Circulation date: 8 August 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions of the Company.

Ordinary Resolution

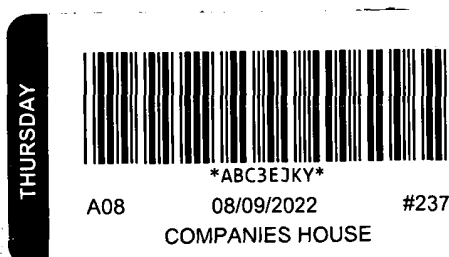
1. THAT, in substitution for all previous authorities conferred upon the directors pursuant to section 551 of the Companies Act 2006 (the "Act"), but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities, the directors of the Company be and they are by this resolution generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot up to 150,000 convertible B preference shares of £0.01 each in the capital of the Company provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting or by resolution) expire on the fifth anniversary of the date of this resolution but the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

2. THAT, subject to the passing of resolution 1 above, the directors of the Company be and they are by this resolution empowered, pursuant to section 571 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred the articles of association of the Company adopted on the date on which this resolution is passed as if section 561(1) of the Act did not apply to any such allotment.
3. THAT the draft articles of association set out at Annex 1 of this resolution be and are by this resolution 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 person entitled, or who is duly authorised on behalf of the person entitled, to vote on the above resolutions on the circulation date (being the only eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably agrees to the resolutions.

Signed by:


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For and on behalf of: **Pepper India Financial Holdings No1 Limited**

Date:8 August 2022.....

ANNEX 1

Proposed Amended Articles of Association