

EXECUTION COPY



UPSTREAM WORKING CAPITAL LTD

(COMPANY NUMBER NI607293)

(THE "COMPANY")

MONDAY



WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

CIRCULATION DATE: 7 November 2023

We, the undersigned, being the sole "eligible member" (as defined in Section 289 of the Companies Act 2006) of the Company who, at the circulation date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **UNANIMOUSLY RESOLVES** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company (the "Articles") be amended by inserting the following definition, in its correct alphabetical position in Article 1:

"Secured Lender" has the meaning given to that term in paragraph (6) of Article 26;"

2. **THAT** the Articles be amended by inserting the following paragraphs (6) and (7) into Article 26, immediately after paragraph (5) of Article 26:

"(6) Notwithstanding anything else contained in these articles (including, without limitation, paragraph (5) above), the directors may not decline to register any transfer of shares in the company, nor may they suspend any registration thereof, where such transfer is:

- (a) to a bank or financial institution or other secured creditor to which such shares have been charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "Secured Lender"), or to any nominee of such Secured Lender, pursuant to any such security;
- (b) executed by a Secured Lender or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Lender or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in the articles:

- (d) no transferor of any shares in the company or proposed transferor of such shares to a Secured Lender or to its nominee;
- (e) no Secured Lender or its nominee; and
- (f) no receiver or manager appointed by or on behalf of a Secured Lender or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the company or any of them, and no

such member shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not.

- (7) Notwithstanding anything contained in these articles, the company's lien on all shares (whether or not such shares are fully paid) any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply where a Secured Lender has a charge or mortgage over these shares."

- 3. **THAT** these resolutions shall have effect notwithstanding any provision of the Articles.

Signed by its duly authorised representative:

Authorised Signatory:



Name: Judith Totten

Date: 7 November ~~October~~ 2023

for and on behalf of

Lamasom Limited

NOTE

- (1) If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the registered office.
- (2) A member's agreement to a written resolution, once signed, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) The resolution set out above must be passed before the end of the day which is 28 days from the circulation date at the head of these resolutions otherwise it will lapse.
- (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.