

Company No. 06748370

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CLEARLINK TELECOMS AND DATA LIMITED
(THE "COMPANY")

04 July 2023

Circulation Date:.....

Pursuant to Chapter 2 of Part 13 Companies Act 2006 ("**CA 2006**"), the directors of the Company propose the following resolutions as special resolutions of the Company (the "**Resolutions**").

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company ("**Articles**") be amended by the insertion of the following articles 26 and 27 after article 25 of the Articles:

TRANSFERS TO A SECURED INSTITUTION

- 26 (a) The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") and the transfer is contemplated by, or pursuant to, such security interest in respect of such shares in favour of such Secured Institution (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

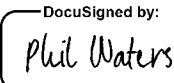
- (b) Any lien set out in the Articles shall not apply to shares held by a Secured Institution (as defined above).

LIABILITY OF MEMBERS

27 The liability of the members is limited.

2 THAT the Articles be amended by deleting all the provisions of the Company’s memorandum of association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Articles.

By order of the directors

DocuSigned by:

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Registered no. 06748370

Registered office: Ground Floor, Unit E1 The Chase, John Tate Road, Hertford, Hertfordshire, United Kingdom, SG13 7NN

The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

AGREEMENT

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

We, the undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signature: 
7B0BBDA89F1049F:.....

Signed by **Nicholas Mark** acting by his attorney **GRANTCROFT LIMITED** under a power of attorney

05 July 2023
Date:

Signature:

EXPLANATORY STATEMENT TO MEMBERS

(This explanatory statement is not part of any proposed written resolution.)

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company **by Hand or Post** by delivering the signed copy to the Company's registered office address.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the end of the period of 28 days beginning with the circulation date set out 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. 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.