

Company Number: 10712424

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF THE PASSING OF A WRITTEN RESOLUTION

of

WINRISE ONE LTD

(the "Company")

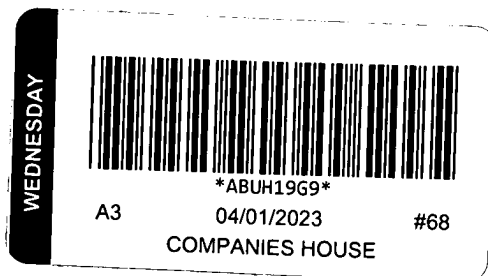
On 16 December 2022 the following resolution was passed as a special resolution by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by deleting the existing Article 36 and replacing it with the following new Article 36:

36 Transfer of shares - general

- 36.1 In these articles a reference to the **transfer** of or **transferring** shares shall include any transfer, assignment, disposition or proposed or purported transfer, assignment or disposition
- 36.1.1 of any share or shares of the company; or
- 36.1.2 of any interest of any kind in any share or shares of the company; or
- 36.1.3 of any right to receive or subscribe for any share or shares of the company.
- 36.2 Subject to Article 36.7 below, the directors shall not register the transfer of any share or any interest in any share unless the transfer is made in accordance with Article 37 (Voluntary Transfers), and, in any such case, is not prohibited under Article 38 (Prohibited Transfers).
- 36.3 If the directors refuse to register a transfer of a share they shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the company, send to the transferee notice of, and the reasons for, the refusal.
- 36.4 An obligation to transfer a share under these articles shall be deemed to be an obligation to transfer the entire legal and beneficial interest in such share free from any lien, charge or other encumbrance.
- 36.5 Article 26(1) of the Model Articles shall be amended by the insertion of the words "and (if any of the shares is partly paid) the transferee" at the end of that article.
- 36.6 No shareholder shall create a security interest over the shares held by it without first obtaining the consent in writing from the holders of the shares in issue at the date such consent is requested to the creation of such security interest.
- 36.7 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article 36.7 (to the effect that any provision contained in this Article 36.7 shall override any other provision of these articles):
- 36.7.1 the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof and a holder of the shares in the Company is not required to comply with any provisions of the articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place where such transfer:
- 36.7.1.1 is to any bank, institution or other person which has been granted (with the consent of the relevant shareholders given in accordance with Article 36.6) a security interest in respect of such shares, or to any nominee or permitted assignee of such a bank, institution or other person (or a nominee or person acting as agent or security trustee, receiver or manager for such person) (each a "**Secured Entity**") (and a certificate by any such Secured Entity or an employee of any such Secured Entity that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- 36.7.1.2 is delivered to the Company for registration by a Secured Entity or its nominee in order to perfect its security over the shares; or
- 36.7.1.3 is executed by a Secured Entity or its nominee pursuant to the power of sale or other power under such security;



and no transferor of any shares in the Company or proposed transferor of such shares to a Secured Entity or its nominee and no Secured Entity or its nominee or permitted assignee shall (in any 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 (including under Article 37) or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise and any pre-emption rights conferred on existing members or any other person by these articles (including under Article 37) shall not apply to such shares.

- 36.7.2 no lien (whether present or future) in these articles or otherwise shall apply to any shares dividend or moneys payable in respect of any share where a security interest has been granted over such share in favour of a Secured Entity and the Company shall not claim any lien (howsoever arising) in respect of such share while such security remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of such fact.

DocuSigned by:

Neil McMinin

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Director

16 December 2022

Date