

Company number: 04413598

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

TALASCEND HOLDINGS LIMITED

Circulation date: 10th NOVEMBER 2023 .

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is passed as a special resolution of the Company:

SPECIAL RESOLUTION

1. **THAT** the paid up share capital of the Company be reduced from £10,163,154.5599 divided into 1,016,315,455,990 ordinary shares of £0.00001 each to £100 divided into 10,000,000 ordinary shares of £0.00001 each, such reduction to be effected by cancelling and extinguishing 1,016,305,455,990 ordinary shares of £0.00001 each registered in the name of Lema Holdings Limited on the date of this resolution and the amount by which the share capital is reduced be credited to a reserve.

The undersigned, being the sole person eligible to vote on the above resolution on the circulation date irrevocably agrees to that resolution.

.....
Lema Holdings Limited

Date: 10th NOVEMBER 2023 .

NOTES:

1. If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to Ffion Brumwell-Hughes of Gateley Plc, Ship Canal House, 98 King Street, Manchester, M2 4WU.
 - **Post:** returning the signed copy by post to Ffion Brumwell-Hughes of Gateley Plc, Ship Canal House, 98 King Street, Manchester, M2 4WU.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to ffion.brumwell-hughes@gateleylegal.com. Please enter "Written resolution dated [circulation date]" in the e-mail subject box.

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
3. The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that 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.