

Company Number: NI030990

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
ENCIRC LIMITED (THE "COMPANY")

On 17 January 2024, the following special resolutions were passed by way of a written resolution (the "Written Resolution") in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006").

SPECIAL RESOLUTIONS

1. THAT the 1,000,000 A1 ordinary shares of £0.0001 each (the "A1 Shares") and 1,000,000 A2 ordinary shares of £0.0001 each (the "A2 Shares") in the capital of the Company together be converted into 2,000,000 deferred shares of £0.0001 each (the "Deferred Shares");
2. THAT the Deferred Shares have the rights contained in the Company's articles of association adopted pursuant to resolution 3 below;
3. THAT the articles of association attached to these written resolutions be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association; and
4. THAT in accordance with section 630 of the CA 2006, the person entitled on the circulation date of the Written Resolution to vote on the Written Resolution, being the holder of:
 - (a) not less than three-quarters in nominal value of the issued A1 Shares;
 - (b) not less than three-quarters in nominal value of the issued A2 Shares; and
 - (c) not less than three-quarters in nominal value of the issued 284,658,338 ordinary shares of £1 each in the capital of the Company (the "Ordinary Shares");

irrevocably consents to and sanctions the passing of the resolutions 1, 2 and 3 above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A1 Shares and/or A2 Shares and/or Ordinary Shares that will or may be effected thereby.

DocuSigned by:

Sean Michael Murphy

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Director