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 A02 23/02/2021 #261
 COMPANIES HOUSE

JOMONSUGI LIMITED (THE "COMPANY")

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The directors of the Company propose that the following written resolution be passed by the Company.

SPECIAL RESOLUTION

1. The articles of association of the Company be and are hereby altered by inserting a new Article 11 and associated definitions:

11. "PERMITTED TRANSFERS OF SHARES"

- 11.1. **Permitted Transfers.** A shareholder will be permitted to transfer the legal title to and/or the beneficial ownership of a share (except as provided in Article 11.3):

- 11.1.1. in the case of a shareholder who is an individual, to a Family Member of that shareholder or to trustees to be held on Family Trusts of that shareholder;
- 11.1.2. in the case of a shareholder (not being in relation to the shares concerned a holder of them as a trustee of any Family Trusts) being a company, to an Associated Company of that shareholder; or
- 11.1.3. to any person with a Shareholders' Special Consent; or
- 11.1.4. to a person who is the beneficial owner of such share or (in the case of legal title only) to a different or additional nominee or trustee on behalf of such beneficial owner (provided that such person has not become the beneficial owner of such share other than in accordance with the provisions of these Articles) or, in the case of the transfer of the legal title and beneficial ownership of such share by the trustee of an employee benefit trust, to a different trustee of the same or another employee benefit trust.

- 11.2. **Family Trusts.** Where Shares have been transferred under Article 11.1.1 or this Article 11.2 to trustees of Family Trusts, the trustees and their successors may transfer all or any of the Relevant Shares (subject as provided in Article 11.3) as follows:

- 11.2.1. on any change of trustee, the Relevant Shares may be transferred to the trustees from time to time of the Family Trusts concerned;
- 11.2.2. pursuant to the terms of such Family Trusts or in consequence of the exercise of any power or discretion vested in the trustees or any other person, all or any of the Relevant Shares may be transferred to the trustees from time to time of any other Family Trusts of the same individual shareholder or deceased or former shareholder or to any Family Member of the relevant shareholder or deceased or former shareholder who has become entitled to the shares proposed to be transferred;
- 11.2.3. back to the original individual shareholder.

- 11.3. **Restrictions on Permitted Transfers.**

- 11.3.1. No transfer of any share which would otherwise be permitted by this Article 11 shall be made or registered:

- 11.3.1.1. during the Active Period of any Transfer Notice under Article 6 or any Call Notice under Article 9 relating to that share;

- 11.3.1.2. during the period from the happening of any Relevant Event under Article 7 in relation to the shareholder holding such share until the time when none of the shareholders, the directors or the Company has any further rights or duties, directly or indirectly, in relation to that Relevant Event;
- 11.3.1.3. if that share has previously been the subject of a Transfer Notice deemed to be given under Article 7 and that share has not been validly transferred subsequently pursuant to any provision of these Articles (other than this Article 11).
- 11.3.2. Any transfer of a share which would otherwise be permitted by this Article 11 is subject to the restrictions set out in Article 5.4 (directors' right to refuse to register transfers).

And associated definitions:

"Family Member" means, in relation to any person, the spouse, parent and every child and remoter descendant of that person (including stepchildren and adopted children);

"Family Trusts" means, as regards any particular individual shareholder or former individual shareholder, a trust or trusts under which no immediate beneficial interest in any of the shares in question is from time to time vested in any person other than that individual and/or Family Members of that individual (and so that for this purpose a person shall be considered to be beneficially interested in a share if such share or the income from it is or may become liable to be transferred or paid or applied or appointed to or for the benefit of such person or any voting or other rights attaching to such share are or may become liable to be exercisable by or as directed by such person pursuant to the terms of the relevant trusts or in consequence of an exercise of a power or discretion conferred by the relevant trusts on any person or persons);

"Permitted Transferee" means a person to whom shares have been permitted to be transferred pursuant to Article 11;

"Relevant Shares" means (so far as they remain held by the Permitted Transferee) the shares originally transferred to a Permitted Transferee pursuant to Article 11 and any additional shares either issued to such Permitted Transferee by way of capitalisation of reserves or acquired by such Permitted Transferee in exercise of any right or option granted or arising by virtue of the holding of such shares or additional shares or any of them or the membership conferred by them;

"Shareholders' Special Consent" means the written consent, direction or agreement (which may be given by several instruments in the like form and may be subject to terms and conditions) of (i) shareholders holding not less than 75 per cent in nominal value of the issued ordinary share capital of the Company and (ii) each shareholder holding more than 15 per cent in nominal value of the issued ordinary share capital of the Company, in each case at the time the consent is given or the direction or agreement made;

"Transferee Company" means a company from time to time holding shares in consequence of a transfer or series of transfers of shares between Associated Companies (the relevant Transferor Company in the case of a series of transfers being the first transferor in that series);

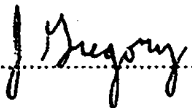
"Transferor Company" means a company (other than a Transferee Company) that has transferred shares to an Associated Company;”

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the first date on which copies of the resolution are sent to members, being 1

February 2021) should sign and date below to signify their agreement to the resolution and return the signed document by hand or by post to 55 St Mary's Road, London SE15 2EA or send a copy by email to joshi@stigeearth.com.

This resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

Agreed

Signed 

Name of registered holder JOSHUA GREGORY

Date 1/2/2021