

## ALBA FUND LTD. SAC

(an International Business Company organized  
under and in accordance with the  
International Business Companies Act 2000 as amended  
of the Commonwealth of The Bahamas)

### **Resolutions by Written Consent of the Directors**

The undersigned being all of the duly elected directors of Alba Fund Ltd. SAC (the “Company”) for the time being (the “Directors”) do hereby take the following actions and adopt the following resolutions pursuant to the Memorandum of Association and the Articles of Association of the Company.

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#### **WHEREAS:**

1. The Company will act as guarantor (*fiadora*) of Elea Digital Infraestrutura e Redes de Telecomunicações S.A. (“Elea Digital”) within Elea Digital’s third issue of simple debentures, non-convertible into shares, of the kind secured guarantee, with additional personal guarantee, in single series, for public distribution with restricted efforts (“Issuance”), pursuant the terms of the “*Private Instrument of Indenture of the 3<sup>rd</sup> (third) Issue of Simple Debentures, Non-Convertible into Shares, of the kind Secured Guarantee, with additional Personal Guarantee, in a Single Series, for Public Distribution with Restricted Efforts, of Elea Digital Infraestrutura e Redes de Telecomunicações S.A.*” (“Deed”);
2. Each Director confirms by signing these resolutions that he has reviewed the Deed and all Issuance-related documentation (“Issuance Documents”).
3. The Directors hereby acknowledge by signing these resolutions:
  - (a) that the Deed and the Issuance Documents have been considered in detail; and
  - (b) all reasonable care has been taken to ensure (as at the date of publication) that the facts (which relate to the Company) stated in the Deed and in the Issuance Documents are true and accurate in all material respects and that there are no material facts omitted, the omission of which would make misleading any statement therein whether of fact or opinion.

#### **IT IS THEREFORE RESOLVED THAT:**

1. The granting of a personal guarantee, in the form of “*fiança*” guarantee, by the Company, on an irrevocable and irreversible basis, in accordance with the applicable

laws, in correction with the Deed, in favour of the holders of the debentures issued within the Issuance following, is hereby approved.

2. The Board of Directors of the Company hereby certify that the Deed and the Issuance Documents do not to any material extend release the custodian, administrator, investment manager or any other person from any liability to shareholders.
3. Any of the Directors of the Company be and is hereby authorised to take such further actions, sign all such deeds and documents and make all such filings as may, in their sole and absolute discretion, be considered necessary or desirable to effect the foregoing resolutions.

Dated the 5<sup>th</sup> day of December, 2022.

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**Alessandro Lombardi**  
Director

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**Marco Girardi**  
Director