

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ASCENTIAL UK HOLDINGS LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

CIRCULATION DATE: 27 June 2023

SPECIAL RESOLUTION

THAT, in relation to the £270,000,000 cash dividend declared and paid by the Company to its sole shareholder, Ascential Group Limited (the "**Shareholder**"), on 23 December 2021 (the "**Dividend**"):

- (A) the appropriation of distributable profits of the Company to the payment of the Dividend is hereby authorised and confirmed by reference to the same record date, namely 23 December 2021 (the "**Record Date**"), as the original accounting entries for the Dividend;
- (B) any and all claims which the Company has or may have arising out of or in connection with the payment of the Dividend against the Shareholder, which appears on the register of members on the Record Date for the Dividend, be waived and released, and that a deed of release in favour of the Shareholder be entered into by the Company in the form of the draft submitted to the Shareholder in Schedule 1, and any director or duly authorised attorney of the Company in the presence of a witness or any two directors or duly authorised attorneys or any director or duly authorised attorney and the company secretary be authorised to execute the deed of release as a deed for and on behalf of the Company;
- (C) any and all claims which Company has or may have against each of its directors (whether past or present) arising out of or in connection with the approval, declaration or payment of the Dividend, be waived and released, and that a deed of release in favour of such persons be entered into by the Company in the form of the draft submitted to the Shareholder in Schedule 2, and any director or duly authorised attorney of the Company in the presence of a witness or any two directors or duly authorised attorneys or any director or duly authorised attorney and the company secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and
- (D) any distribution involving the giving of the release referred to in paragraph (B) above in relation to the Dividend be made out of the relevant distributable profits of the Company appropriated to the Dividend by reference to a Record Date identical to the Record Date.

By order of the Board:

A handwritten signature in black ink, appearing to read 'A. G. Cell', written in a cursive style.

27 June 2023

Director
of **Ascential UK Holdings Limited**

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 27 June 2023 (the "Circulation Date")
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) a member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) the document must be sent to the company in hard copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY MEMBER TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company who (at the date of circulation of the resolution) would be entitled to vote on it:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby agree that the above resolutions be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions shall take effect as special resolutions.

Signature



.....

on behalf of **Ascential Group Limited**

Name:

Mandy Gradden

Date:

27 June 2023

Schedule 1

ASCENTIAL UK HOLDINGS LIMITED

Shareholder Deed of Release

THIS DEED POLL is made on _____ 2023

by **ASCENTIAL UK HOLDINGS LIMITED**, a company incorporated in England and Wales with company number 00537204, whose registered office is at 33 Kingsway, London, United Kingdom, WC2B 6UF (the “**Company**”),

in favour of **ASCENTIAL GROUP LIMITED**, a company incorporated in England and Wales, with company number 00435820 whose registered address is 33 Kingsway, London, United Kingdom, WC2B 6UF (the “**Shareholder**”).

WHEREAS:

- (A) On 23 December 2021, the Company declared and paid a cash dividend of £270,000,000 to the Shareholder (the “**Dividend**”).
- (B) The Company has since become aware that £48,043,000 of the Dividend exceeded the Company’s profits available for distribution at the time. The Dividend was therefore not declared and paid in accordance with the Companies Act 2006 (the “**Act**”).
- (C) As a consequence of the Dividend having been made otherwise than in accordance with the Act, the Company has been advised that it may have claims against the Shareholder.
- (D) Pursuant to a written resolution of the Company dated _____ 2023, the Company proposes to waive and release any and all claims which it has or may have in respect of the Dividend against the Shareholder, and wishes to enter into this Deed in favour of the Shareholder.

IT IS AGREED as follows:

1. RELEASE

The Company hereby unconditionally and irrevocably waives and releases the Shareholder from any and all liability that the Shareholder has or may have to the Company and all claims and demands that the Company has or may have against them in connection with the making, declaration or payment of the Dividend.

2. GOVERNING LAW

This Deed is governed by English Law. Any non-contractual disputes arising out of or in connection with this Deed shall be governed by English Law.

IN WITNESS whereof this Deed has been duly executed and has been delivered on the date first written above.

Executed as a deed by **Ascential UK**)
Holdings Limited acting by two)
directors:)
)
Director

)
)
)
)
Director

Schedule 2

ASCENTIAL UK HOLDINGS LIMITED

Directors' Deed of Release

THIS DEED POLL is made on _____ 2023

by **Ascential UK Holdings Limited**, a company incorporated in England and Wales with company number 00537204 whose registered office is at 33 Kingsway, London, United Kingdom, WC2B 6UF (the "**Company**"),

in favour of Mandy Gradden and Duncan Painter (the "**Directors**").

3. WHEREAS:

- (A) On 23 December 2021, the Company declared and paid a cash dividend of £270,000,000 (the "**Dividend**") to its sole shareholder, Ascential Group Limited (the "**Shareholder**").
- (B) The Company has since become aware that £48,043,000 of the Dividend exceeded the Company's profits available for distribution at the time. The Dividend was therefore not declared and paid in accordance with the Companies Act 2006 (the "**Act**").
- (C) As a consequence of the Dividend having been made otherwise than in accordance with the Act, the Company has been advised that it may have claims against the Directors.
- (D) Pursuant to a written resolution of the Company dated _____ 2023, the Company proposes to waive and release any and all claims which it has or may have in respect of the Dividend against the Directors, and wishes to enter into this Deed in favour of the Directors.

IT IS AGREED as follows:

1. RELEASE

The Company hereby unconditionally and irrevocably waives and releases the Directors from any and all liability that the Directors have or may have to the Company and all claims and demands that the Company has or may have against each of them (including, without limitation, any derivative action from or on behalf of the Shareholder) in connection with the making, incurrence, approval, declaration or payment of the Dividend.

2. GOVERNING LAW

This Deed is governed by English law. Any non-contractual disputes arising out of or in connection with this Deed shall be governed by English Law.

IN WITNESS whereof this Deed has been duly executed and has been delivered on the date first written above.

Executed as a deed by **Ascential UK**)
Holdings Limited acting by two)
directors:)
)
Director
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Director