WRITTEN RESOLUTION

Of

EMaC Limited (Company Number 03158541)

('The Company')

Circulated on: 21September 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution ("Resolution") be passed as a resolution:

RESOLUTION

THAT the requirement to audit the accounts of the Company for the year ending 31 December 2021 be dispensed with on the basis that its parent undertaking preparing consolidated accounts, Axios Bidco Limited (incorporated in England and Wales, Company Number 09749768), has agreed to give a statutory guarantee of all outstanding liabilities to which this Company is subject at the end of the financial year in question and that pursuant to sections 479A to C of the Companies Act 2006 the Company may take advantage of the audit exemption as a subsidiary undertaking. This has been agreed by all members of EMaC Limited, as required under section 479A of the Companies Act 2006.

AGREEMENT

We, the undersigned, were at the time the resolution was circulated, entitled to vote on the above Resolution and hereby irrevocably agree to the above Resolution.

Signed 27 09 22

Sole Shareholder

Duly authorised for and on behalf of The Innovation Group Limited (the immediate parent company)

Signed ...

Date 27/09/22

Shareholder

And on behalf of Axios Bidco Limited

27 September 2022

