

COMPANIES ACT 2006
GREENFIELD SOFTWARE LIMITED

(the "Company")

Company number 03172513

WRITTEN RESOLUTION

of

the sole member of the Company

Circulation date: 18 January 2024



Ordinary resolutions

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (each a "Director" and together "Directors") propose that the resolutions set out in paragraphs 1.1-1.9 below be passed as ordinary resolutions and paragraph 2 as special resolutions of the Company.

Defined terms used in the written resolutions of Directors of the Company dated, on or about this date shall have the same meaning in this written resolution.

We, the undersigned, being the sole member of the Company, hereby, pursuant to section 282 and Chapter 2 of Part 13 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

- 1.1 THAT the execution, delivery and performance of the documents that the Company is proposing to enter into the documents as listed in Annex 1 to this written resolution (the "Documents"), the terms of the Documents and the transactions contemplated by the Documents are hereby approved (subject to such changes being made to the Documents as any Director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
- 1.2 THAT the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
- 1.3 THAT these resolutions should have effect notwithstanding any provision of the Company's articles of association.
- 1.4 THAT notwithstanding any personal interest:
 - (a) any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to execute and deliver the Documents on behalf of the Company, with such amendments thereto as such officer(s) shall in his absolute discretion think fit; and
 - (b) any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to do all such acts, including to execute any deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.
- 1.5 THAT the terms of the Documents, the transactions contemplated thereby and the execution and

delivery of the Documents and performance of the Company's obligations under the Documents, in the forms produced to the meeting, and subject to such amendments as any authorised signatory (as appointed at this meeting) may agree to be in the interests of the Company, by the Company be and are hereby approved.

- 1.6 THAT any Director of the Company be and is hereby authorised, on behalf of the Company, to execute and deliver those Documents to be executed under hand.
- 1.7 THAT pursuant to section 323 of the Companies Act 2006, any Director of the Company be appointed a corporate representative of the Company at any meeting of shareholders or for the purpose of executing a shareholders' resolution of any company of which the Company is a member from time to time and, at his or her discretion, may exercise the powers of the Company as he or she may think fit in relation to any such Company in connection with the Documents.
- 1.8 THAT any Director of the Company be and is hereby authorised to:
- (a) do anything necessary to carry into effect the purposes of the resolutions made at this meeting including any acts, things and actions on behalf of the Company as such Director shall in his absolute discretion deem necessary or desirable in connection with the Documents and any transactions contemplated thereby;
 - (b) make or execute, deliver and/or despatch on behalf of the Company any notices, certificates, requests (including any Utilisation Request or Selection Notice), communications or other documents (each an "**Ancillary Document**") to be made, executed or entered into in connection with any of the Documents, and, together with any other Director of the Company or the secretary of the Company or where any such Director of the Company signs in the presence of a witness who attests his signature, to execute and deliver as a deed on behalf of the Company those Ancillary Documents to be executed as deeds (including, if so required, by any two Directors or any Director and the secretary witnessing the affixation of the Company's seal to those Ancillary Documents in the manner required by the articles of association); and
 - (c) agree any amendments to any of the Documents or any Ancillary Document as that Director (together with any other Director of the Company or the secretary of the Company in the case of any Document or Ancillary Document in the form of a deed) may in his or their absolute discretion think fit. The execution of any Document or Ancillary Document as prescribed by this resolution being conclusive evidence of the due authorisation by the Company of the execution on the Company's behalf of that Document or Ancillary Document, as so amended.
- 1.9 THAT any officer of the Company and/or any of the Directors be and is authorised to:
- (a) issue, and certify as true, complete and up-to-date, copies of the Company's memorandum and articles and certify from time to time that no changes have taken place in respect of them and that there are no resolutions or other decisions which are included in the constitution (within the meaning of Section 257 of the Companies Act 2006) of the Company that would affect the corporate powers of the Company to execute and deliver each of the Documents and/or to perform its obligations under each of the Documents and/or any right of its Directors to exercise any such powers;
 - (b) issue, and certify as a true, complete and up-to-date, copies of the minutes of this meeting and certify from time to time that each of the resolutions passed at this meeting has not been amended, varied, modified or revoked and is in full force and effect;
 - (c) issue certificates from time to time setting out the names and signatures of the authorised

signatories appointed at this meeting and certifying that no changes have been made to the persons appointed as authorised signatories;

- (d) issue from time to time any other certificates required under the terms of the Documents; and
- (e) certify as a true copy any document required to be delivered as such by the Company to any person in connection with or pursuant to the Documents.

Special Resolutions

- 2 THAT pursuant to section 21 of the Companies Act 2006, the existing articles of association of the Company be amended by adopting the articles of association appended at Appendix 2 hereto in substitution for and to the exclusion of the existing articles of association.

Date: 18 January 2024

Hellen Stein

SIGNED

For and on behalf of Affinitus Group Limited

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
 - (a) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Laura Kelly;
 - (b) by sending it as an attachment to an email to LKelly@goodwinlaw.com; or
 - (c) by DocuSign or other electronic signing platform by following the instructions of such electronic signing platform, to the extent applicable.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Annex 1
Documents

- (a) a debenture governed by the laws of England and Wales to be entered into by, amongst others, the Company and the Administrative Agent (the "**Debenture**");
- (b) an intercompany subordination agreement to be entered into by, amongst others, the Company and the Administrative Agent (the "**Intercompany Subordination Agreement**");
- (c) a guaranty agreement to be entered into by, amongst others, the Company and the Administrative Agent (the "**Guaranty**");
- (d) a perfection certificate to be provided to the Collateral Agent by the Company (the "**Perfection Certificate**");
- (e) the composite directors' certificates addressed to the Agent; and
- (f) any other documents, agreements, deeds, intercompany agreements, certificates, notices, communications or confirmations pursuant to or in connection with, contemplated by or ancillary or related to the documents listed at (a) to (e) above.

Annex 2
Form of Amended Articles