

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
MERKLE UK THREE LIMITED  
(the Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006), the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose representing not less than 75% of the total voting rights of all such eligible members, signify agreement to and pass the following written resolution as a special resolution of the Company:

SPECIAL RESOLUTION

THAT, subject to compliance with sections 641 to 644 of the Companies Act 2006 and considering that the directors of the Company made a solvency statement on 28 September 2023, a copy of which is annexed hereto:

- i. that the share capital of the Company be reduced from £125.15 divided into 101,150 ordinary shares of £0.001 each and 24,000 A ordinary shares of £0.001 each (of which all of the ordinary shares and A ordinary shares have been issued and are fully paid) to £1, by cancelling 100,150 ordinary shares of the existing 101,150 ordinary shares and all of the existing A ordinary shares issued in full and fully paid of £0.001 each;
- ii. the share premium account of the Company be cancelled; and
- iii. the capital redemption reserve of the Company be cancelled.

N. Storey  
N.Storey (Sep 28, 2023 17:04 GMT+1)

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Director duly authorised for and on behalf of  
Merkle Marketing Limited

Date: 28 September 2023

## EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to the eligible member on 28 September 2023 (Circulation Date).
- 3 A copy of the solvency statement supporting the special resolution is attached to evidence compliance with s642(2).
- 4 Eligible member is the member who is entitled to vote on the resolution on the Circulation Date.
- 5 If you wish to signify agreement to this document, please follow the procedure below:
  - (a) You (or someone acting on your behalf) must sign, must print your name beneath the signature (if it is not already printed) and must date this document, either by hand or electronically.
  - (b) If that signatory is signing this document under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c) Please return the signed document to any director of the Company (either in person or electronically) or to the Company at 10 Triton Street, Regents Place, London NW1 3BF.
- 6 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 7 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 8 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company.
- 9 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.

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PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
MERKLE UK THREE LIMITED  
(the Company)

On 28 September 2023 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTION

That, subject to compliance with sections 641 to 644 of the Companies Act 2006 and considering that the directors of the Company made a solvency statement on 28 September 2023, a copy of which is annexed hereto:

- i. that the share capital of the Company be reduced from £125.15 divided into 101,150 ordinary shares of £0.001 each and 24,000 A ordinary shares of £0.001 each (of which all of the ordinary shares and A ordinary shares have been issued and are fully paid) to £0.001, by cancelling in full 100,150 ordinary shares of the existing 101,150 ordinary shares and all of the existing A ordinary shares issued and fully paid of £0.001 each;
- ii. the share premium account of the Company be cancelled; and
- iii. the capital redemption reserve of the Company be cancelled.

N. Storey  
N.Storey (Sep 28, 2023 17:04 GMT+1)  
.....

Director