

WRITTEN RESOLUTIONS OF THE DIRECTORS OF
OPTIONIS MANAGEMENT LIMITED
COMPANY NUMBER 05648252
(the "Company")

We the undersigned, being the directors of the Company, resolve in accordance with the Articles of Association, that:

1. BUSINESS ONE

The Company is party to a senior facilities agreement originally dated 22 December 2016 (as amended, restated, extended, supplemented or otherwise modified from time to time, including as amended and restated pursuant to an amendment and restatement agreement dated 27 October 2022) (the "**Facilities Agreement**"). Pursuant to clause 2.5 (*Obligors' Agent*) of the Facilities Agreement, the Company appointed Clareant Business Services Holdings 2 Limited (the "**Obligors' Agent**") to act on its behalf as its agent in relation to the Finance Documents (as defined in the Facilities Agreement), and undertake the other activities specified in clause 2.5 (*Obligors' Agent*) of the Facilities Agreement.

IT IS PROPOSED that the Facilities Agreement be amended pursuant to an amendment agreement (the "**Amendment Agreement**"), pursuant to which the terms of the Facilities Agreement will be amended as set out in the Amendment Agreement. A draft version of the Amendment Agreement, together with a detailed description of the commercial rationale for the amendments contemplated by the Amendment Agreement, were delivered to the board of directors prior to the date of these written resolutions.

IT IS RESOLVED that after careful consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, entering the Amendment Agreement would promote the success of the Company for the benefit of its members as a whole.

IT IS FURTHER RESOLVED that the terms of the Amendment Agreement and the transactions contemplated thereby be approved.

IT IS FURTHER RESOLVED that the Obligors' Agent be hereby authorised to execute the Amendment Agreement on behalf of the Company, and execute and/or deliver any other documents required to give effect to the terms of the Amendment Agreement and to give any communication or take any other action required or desirable under, or in connection with, the Amendment Agreement.

This written resolution may be executed in any number of counterparts, each of which when executed and delivered shall be an original, but all of which when taken together shall constitute a single document and shall be deemed to be passed on the latest date specified below.

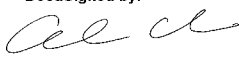
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Mark Lockley

Director

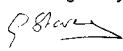
Dated: 27 June 2023

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Andrew Ross

Director

Dated: 27 June 2023

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Graham Storey

Director

Dated: 27 June 2023