

WRITTEN RESOLUTION OF THE MEMBERS

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

The sole member of **GoHenry Limited**, a private limited company incorporated under the laws of England and Wales with company no. 06146113 (the "**Company**")

(Circulated on 6 February 2024)

WHEREAS, pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below (the "**Resolutions**") be passed by the sole eligible member of the Company (within the meaning of section 289(1) of the Companies Act 2006 (the "**Act**")).

WHEREAS, pursuant to section 642(2) of the Act, the directors of the Company have provided a copy of the solvency statement (the "**Solvency Statement**") in the prescribed form and containing the information set out in section 643 of the Act.

WHEREAS, in order to be effective, the Resolutions must be passed within 15 days of the date of the Solvency Statement.

WE, the undersigned, being the sole eligible member of the Company (within the meaning of section 289(1) of the Act) entitled to vote on the Resolutions hereby **RESOLVE** and agree, pursuant to section 283 of the Act, that the Resolutions, be passed as special resolutions, being for all purposes as valid and effective as if passed as special resolutions at a general meeting of the Company:

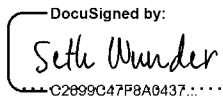
1. **THAT** the amount standing to the credit of the share premium reserve of the Company be reduced by GBP 120,846,145.15 from GBP 120,846,145.15 to nil and the aggregate amount of such capital reduction be credited to a distributable reserve (the "**Capital Reduction**"); and
2. **THAT** the directors of the Company be authorised to do all such things as are necessary to give effect to the Capital Reduction including:
 - (a) to arrange for the aggregate amount of the capital reductions to be credited to a reserve which, pursuant to Article 3(2)(b) of the Companies (Reduction of Share Capital) Order 2008, shall be treated for the purposes of Part 23 of the Act as realised profits; and
 - (b) to instruct the company secretary and/or the Company's solicitors to make all necessary and appropriate entries in the books and registers of the Company and filing with the Registrar of Companies including (without limitation) within 15 days of this Written Resolution being passed:
 - (i) a copy of this Written Resolution;
 - (ii) the signed Solvency Statement;
 - (iii) a statutory Form SH19; and
 - (iv) a statement of compliance by the directors confirming that the Solvency Statement was made not more than 15 days before the date on which this Written Resolution is passed and was provided to the eligible member in accordance with section 642(2) of the Act.

AGREEMENT

The undersigned, being the sole eligible member of the Company entitled to vote on the Resolutions on the date hereof, hereby irrevocably agree to the Resolutions being passed.

[Signature page follows]

Signed by:

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For and on behalf of
MIGHTY ACQUISITION SUB LTD

Name: Seth Wunder

Title: Director

Dated: 6 February 2024

NOTES

1. If you agree with the Resolution, please indicate your agreement to the Resolution by signing this document where indicated above and returning the signed version.
2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. If at the end of the 28-day period from and including the Circulation Date, the Resolution has not been passed it will lapse.