

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
GHD GROUP HOLDINGS LIMITED

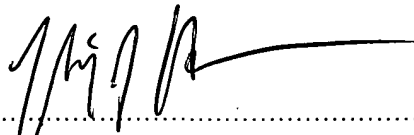
On *18 Nov* 2021 the following ordinary resolution was duly passed by the sole eligible member (as defined by section 289 CA 2006) of the Company pursuant to section 288 of the Companies Act 2006:

ORDINARY RESOLUTION

- 1 That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of CA 2006, in substitution for any existing power to allot shares or grant rights to subscribe for or convert security into shares securities, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert security into shares up to a maximum amount of shares with an aggregate nominal value of €240,600,000 for a period of five years from the date of the passing of this resolution.

SPECIAL RESOLUTION

- 2 **That**, subject to and conditional upon the passing of the resolution numbered 1 and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 of the Companies Act 2006 (**Act**) to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1 as if section 561 of the Act did not apply to any such allotment provided that, (unless previously revoked, varied or renewed by the Company) this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.


.....
Director

