

**Company No: 09019417**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

**of**

**EMERALD TOPCO LIMITED**

**(the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors propose that the resolution below be passed as a special resolution (the "**Resolution**").

**RESOLUTION**

**THAT**, the issued share capital of the Company be reduced from USD \$57,039.95 to USD \$1.26 by cancelling and extinguishing 689,973 of the issued A ordinary shares of USD \$0.0126 nominal value, 89,928 of the issued B ordinary shares and 37,883 of the issued C ordinary shares and 164,673 of the issued D ordinary shares of USD \$0.126 nominal value each and 9,120,675 of the issued preference shares of USD \$0.00126 nominal value each in the Company, and the amount by which the share capital is so reduced be credited to the Company's reserves.

**AGREEMENT**

The undersigned, being the sole member of the Company entitled to vote on the Resolution hereby irrevocably agrees to and passes the above Resolution.

Signed for and on behalf of

**Overture Bidco Limited**

Date: 31 October 2023

*Laurent Couston*

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Laurent Couston