

Company Number: 09281082

DIF BID CO LIMITED
(the "Company")

**WRITTEN RESOLUTIONS (the "Resolutions") of the Directors of the Company (the "Directors")
passed in accordance with the articles of association (the "Articles") of the Company**

1. BACKGROUND TO AND PURPOSE OF THE RESOLUTION

- 1.1 It is noted that the purpose of this resolution is to consider and, if thought fit, to approve a reduction in the share capital of the Company.
- 1.2 It is further noted that the Directors are aware of the rationale for the proposals and of their statutory duty to promote the success of the Company for the benefit of its members and of their statutory duties generally.

2. DIRECTORS' INTERESTS

- 2.1 It is noted that none of the Directors have any new interests to declare in any transaction or arrangement referred to in these Resolutions in accordance with sections 177 or 182 of the Companies Act 2006 and the Company's Articles.

3. MATTERS ARISING – REDUCTION OF SHARE CAPITAL

The Directors considered the proposal, and calculations accompanying this resolution, to reduce the share capital of the Company, by cancelling and extinguishing as follows:

£51,963,820 of the share premium account in the Company

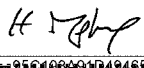
and the amount by which the share capital is so reduced be repaid to the shareholders of the Company. After the reduction, the share capital of the Company will remain at 140 issued ordinary shares of £0.10 each.

The Directors considered the Solvency Statement and Declaration of Compliance.


IT IS RESOLVED:

1. That the Directors unanimously approve the resolution to reduce the share capital of the Company, as set out above, and recommend the share capital reduction to the Shareholders for their approval;
2. To authorise DM Financial to complete all necessary filings to execute the transaction; and
3. To approve and sign the Solvency Statement and Compliance Statement.

These Written Resolutions may be executed in any number of counterparts. This has the same effect as if the signatures on the counterparts were on a single copy of this document.

DocuSigned by:

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Helen Murphy
Director

07 December 2022
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Date

DocuSigned by:

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Name: Anne Snel-Simmons
On behalf of DIF Management B.V.
Corporate Director

06 December 2022
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Date