

Company No: 09903392

CARPENTER FINCO LIMITED

(the "Company")

Written Resolutions of the Members of the Company

Circulation date: 19 April 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors propose that the following resolutions are passed (the "**Resolutions**"). Resolutions 1 and 3 are proposed as ordinary resolutions. Resolution 3 is proposed as a special resolution.

ORDINARY RESOLUTIONS

- 1 That the creation of a new class of shares, being C ordinary shares of £1.00 each in the capital of the Company (the "**C Ordinary Shares**"), each having the rights and being subject to the restrictions set out in the New Articles, be and is hereby approved.
- 2 That, subject to the passing of Resolution 1 above, the allotment and issue of (i) 2,880 C Ordinary Shares to Sebastian Fogg, (ii) 2,880 C Ordinary Shares to Laura Montana and (iii) 2,880 C Ordinary Shares to Ben Tish be and is hereby approved, as if Section 561 of the Act did not apply, such approval being a Majority A Shareholder Consent (as defined in the New Articles).

SPECIAL RESOLUTION

- 3 That, subject to the passing of Resolutions 1 and 2 above, the Articles of Association in the form attached to this Resolution (the "**New Articles**") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on 19 April 2022, hereby irrevocably agrees to all of the Resolutions:

Signed by **CARPENTER FINCO LIMITED**

Date

DocuSigned by:
Callum Wilkie
6C0DB2E7DC0F482
19 April 2022



NOTES:

- 1 If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to [●]@shoosmiths.co.uk. Please enter "Written resolutions – Carpenter Finco Limited" in the e-mail subject box.
- 2 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4 Unless, by midnight on 19 April 2022 2022, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.