

CONFIDENTIAL

Company Number 09959655

Project Finland Topco Limited (the **Company**)

Written Resolution of the Company

Circulation Date: 11 July 2022

SATURDAY



We refer to:

The sale and purchase agreement dated 28 March 2022 (as amended on 1 July 2022) between: Paul Ford, Kevin Hindley, Simon Moore, Timothy Wheeldon, Mark Huggins, PHD Ventures LLP, Mark Kilgallon, Daniel Payne, Aaron Conlon, Stuart Almond, Christopher Meadows and David White; Beech Tree Private Equity Partners, L.P. (**BTPE**); Mortgage Advice Bureau Limited; and John Hardman (**SPA**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the holders of shares in the capital of the Company (the **Shareholders**) consider and, if thought fit, pass the following resolutions of which resolutions 1 to 7 (inclusive) will be proposed as **SPECIAL RESOLUTIONS** (together, the **Resolutions**).

SPECIAL RESOLUTIONS

THAT:

1. In accordance with section 618 of the Companies Act 2006, each of the class 'C' ordinary shares of £3.00 each in the issued share capital of the Company be sub-divided and re-designated into an ordinary share of £1.00 each (such shares having the rights and being subject to the restrictions set out in the New Articles (as defined below)) (**Ordinary Shares**) and into a deferred share of £2.00 each (such deferred shares having no voting, distribution nor rights to capital in accordance with the New Articles (as defined below)), such sub-division to have effect on and from completion of the SPA in accordance with its terms;
2. All of the class 'A' ordinary shares of £1.00 each in the Company be re-designated as Ordinary Shares with effect on and from completion of the SPA;
3. All of the class 'B' ordinary shares of £1.00 each in the Company be re-designated as Ordinary Shares with effect on and from completion of the SPA;
4. All of the class 'D' ordinary shares of £1.00 each in the Company be re-designated as Ordinary Shares with effect on and from completion of the SPA;
5. The regulations contained in the printed document appended to these written resolutions as Schedule 1 be and the same are hereby approved and adopted as the Articles of

Association of the Company (the **New Articles**) in substitution for and to the exclusion of all the existing Articles of Association of the Company, with effect on and from completion of the SPA; and

6. Subject to the New Articles being adopted, in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised to create a new class of share (being 'growth shares' of £0.01 nominal value each and having the rights and being subject to the restrictions specified in the New Articles) and authorised to allot the 'growth' shares in the Company or grant rights to subscribe for or to convert any security into 'growth' shares in the Company up to an aggregate nominal amount of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date hereof.

By order of the board

DocuSigned by:

A black rectangular box redacting the signature of the Director.

Director

Date: 11 July 2022

Please read the notes at the end of this document before indicating your agreement to the Resolution by completing and signing below.