

Company Number: 10437992

SAPLING MIDCO LIMITED  
(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

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26 January 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):

**SPECIAL RESOLUTION**

THAT the share capital of the Company be reduced by GBP 1,156,696 by:

- cancelling and extinguishing paid up capital to the extent of GBP 0.999999135469358 on each issued Ordinary share of GBP 1 and that, in consequence, the nominal value of each Ordinary share shall be reduced from GBP 1 to GBP 0.000000864530641991809;

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

[signature page follows]

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Anthony M. Lee". The signature is fluid and cursive, with the first name "Anthony" being the most prominent part.

.....  
Director

## AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,  
HEREBY IRREVOCABLY AGREE to the Resolution.



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Anthony Rice  
duly authorised signatory  
for and on behalf of  
Sapling Topco Limited

Dated 26 January 2022

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
5. A copy of this document was sent to the Company's auditors on the Circulation Date.