

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ELEMENT UK TOPCO LIMITED

REGISTERED NUMBER: 10664545

(the "Company")



CIRCULATION DATE: 31 December 2020

Pursuant to s.281 and Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose to its members the following written resolutions are passed as a special resolution and ordinary resolutions respectively (the "**Resolutions**").

SPECIAL RESOLUTION:

1. THAT, the articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

ORDINARY RESOLUTION

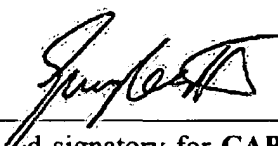
2. "THAT, the directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, the up to 9 B6 ordinary shares, 19,000 C2 ordinary shares and 94 D1 shares, each in the capital of the Company ("**Relevant Securities**"), for a period expiring (unless previously revoked, varied or renewed) on the date five years from the date on which this resolution is passed, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired."
3. "THAT the passing of the above Resolutions constitutes Investor Consent (as defined in the shareholders' agreement between certain shareholders of the Company dated 2 May 2017) for the purposes contemplated by the Resolution."

AGREEMENT TO WRITTEN RESOLUTIONS

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


[Signature pages to follow]

We, the undersigned, being the members of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions.



Authorized signatory for **CAPVEST EQUITY PARTNERS III, L.P.**, acting by its general partner **CAPVEST PRIVATE EQUITY III, L.P.**, acting by its general partner **CV EQUITY MANAGEMENT III, LIMITED**

Date: 31 December 2020



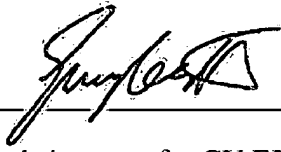
Authorised signatory for **CAPVEST EQUITY PARTNERS III B, L.P.**, acting by its general partner **CAPVEST PRIVATE EQUITY III, L.P.**, acting by its general partner **CV EQUITY MANAGEMENT III, LIMITED**

Date: 31 December 2020



Authorised signatory for **CAPVEST EQUITY PARTNERS III C, L.P.**, acting by its
general partner **CAPVEST PRIVATE EQUITY III, L.P.**, acting by its general partner **CV
EQUITY MANAGEMENT III, LIMITED**

Date: 31 December 2020



Authorised signatory for **CV ELEMENT III, L.P.**, acting by its general partner: **CAPVEST
GENERAL PARTNER LIMITED**

Date: 31 December 2020

DIANE WALKER

Date: _____ 2020

SEAMUS CARR

Date: _____ 2020

MICHAEL KESTEMONT

Date: _____ 2020

WILHELMUS DE KLEIN

Date: _____ 2020

STEPHEN ELLIS

Date: _____ 2020

MICHAEL ROBERTS

Date: _____ 2020

CHRIS WHITE

Date: _____ 2020

CHARLES BLOOR

Date: _____ 2020

SIMON SMITH

Date: _____ 2020

KEN HALLAHAN

Date: _____ 2020

DOMINIC KERRIGAN

Date: _____ 2020

FRANK GREEN

Date: _____ 2020

YVONNE ADAM

Date: _____ 2020

SCOTT JOHNSON

Date: _____ 2020

JAQUE HOLDING A/S

Date: _____ 2020

PATRICK BARINET

Date: _____ 2020

BRT INVESTMENT

Date: _____ 2020

NOTES

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Unless, by the end of the period 28 days beginning with the Circulation Date stated at the head of this document, 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 or during that period. Your agreement will be ineffective if received after that date.
3. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.