

Company number: 10816660

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SHAREHOLDERS
of
BELL NEWCO LIMITED (the "Company")

Passed on 19th July 2023

Resolution 1 was duly passed as an ordinary resolution and resolution 2 to 5 (inclusive) were duly passed as special resolutions by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. **THAT** in accordance with section 551 of the Act, the directors of the Company be and hereby are generally and unconditionally authorised to exercise any power of the Company to allot and issue ordinary shares of £0.0001 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association of the Company (the "**Articles**") (the "**Ordinary Shares**"), or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Ordinary Rights**") up to an aggregate nominal value of £210 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require the Ordinary Shares to be allotted or Ordinary Rights to be granted and the directors may allot Ordinary Shares or grant Ordinary Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

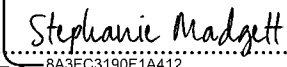
This authority replaces all subsisting authorities previously granted to the directors of the Company for the purposes of section 551 of the Act which, to the extent unused at the date of these Resolutions, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 above, in accordance with section 570 of the Act, the directors be generally empowered to allot Ordinary Shares or grant Ordinary Rights pursuant to the authority conferred by Resolution 1, as if any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to those existing under the Articles or the Act) did not apply, provided that this power shall:
 - 2.1 be limited to the allotment up to an aggregate nominal amount referred to in Resolution 1; and
 - 2.2 expire five years from the date the Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date),

save that the Company may, before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

3. **THAT**, 46,403 of the Ordinary Shares held by Matthew Millar be and hereby are redesignated as 46,403 deferred shares of £0.0001 each in the capital of the Company, being a new class of share having the rights and being subject to the restrictions set out in the New Articles (defined below).
4. **THAT**, the draft regulations attached to these written resolutions (the “**New Articles**”) be adopted with immediate effect as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
5. **THAT** all decisions made and resolutions passed by the sole director of the Company since 30 June 2022 are hereby ratified, approved and confirmed.

DocuSigned by:

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Director