

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

of

BELLE NEWCO LIMITED (the "Company")

Passed on 2nd August 2023

Resolution 1 was duly passed as an ordinary resolution and resolution 2 was duly passed as a special resolution (together, the "**Resolutions**") pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**").

ORDINARY RESOLUTION

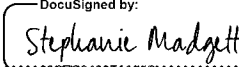
1. **THAT** in accordance with section 551 of the Act, the directors of the Company be and hereby are generally and unconditionally authorised to exercise any power of the Company to allot and issue a new class of B ordinary shares of £0.0001 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association of the Company (the "**B Ordinary Shares**"), or grant rights to subscribe for or to convert any security into B Ordinary Shares in the Company ("**B Ordinary Rights**") up to an aggregate nominal value of £58 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 B Ordinary Shares to be allotted or B Ordinary Rights to be granted and the directors may allot B Ordinary Shares or grant B Ordinary Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in addition to all subsisting authorities previously granted to the directors for the purposes of section 551 of the Act.

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 B Ordinary Shares 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 Company's articles of association 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 in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

DocuSigned by:

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Director