

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
SETH TOPCO LIMITED  
REGISTERED NUMBER: 10820682  
(the "Company")

CIRCULATION DATE: 20 December 2023

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 sole member the following special resolution (the "Resolution").

ORDINARY RESOLUTIONS

THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot up to 30,101,218 A ordinary shares of £1.00 each (the "A Ordinary Shares"), having an aggregate nominal value of £30,101,218 (the "Allotment"), having the respective rights and subject to the respective restrictions set out in the articles of associations of the Company. Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling five years from the date on which these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

SPECIAL RESOLUTION

THAT, following the Allotment, the directors of the Company will reduce the share capital and share premium of the Company as follows:

- (a) reduce the nominal value of the 30,107,896 A Ordinary Shares of £1.00 each in issue following the Allotment into 30,107,896 A Ordinary Shares of £0.000000017 each;
- (b) reduce the nominal value of the 1,622 B ordinary shares of £1.00 each in issue into 1,622 B ordinary shares of £0.000000017 each;
- (c) reduce the nominal value of the 475 C ordinary shares of £1.00 each in issue into 475 C ordinary shares of £0.000000017 each;
- (d) reduce the nominal value of the 725 D ordinary shares of £2.00 each in issue into 725 D ordinary shares of £0.000000017 each;
- (e) reduce the nominal value of the 180 E ordinary shares of £1.00 each in issue into 180 E ordinary shares of £0.000000017 each;

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- (f) reduce the nominal value of the 23,250,000 A preference shares of £1.00 each in issue into 23,250,000 A preference shares of £0.000000017 each;
- (g) reduce the nominal value of the 5,782,265 B preference shares of £1 each into 5,782,265 B preference shares of £0.000000017 each, giving a total nominal value across all classes of shares in the Company of £1.00; and
- (h) cancel and extinguish the aggregate share premium amount of £957,900, crediting such funds to the distributable reserves of the Company,

(together, the "Capital Reduction").

The Capital Reduction will take effect on the day on which the copy of this Resolution (and the documents which must accompany it under section 644(1) of the Act) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Act.

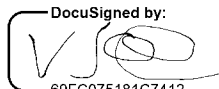
#### AGREEMENT TO WRITTEN RESOLUTION

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

[Signature page to follow]

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The undersigned, being the sole member of the Company entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution.

DocuSigned by:  
  
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For and on behalf of Riviera Bidco Limited

Date: 20 December 2023

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## NOTES

### Procedure for signifying agreement

1. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. Alternatively, you can signify your agreement by following procedures set out below:
  - By hand: deliver a signed and dated copy to Isi Ijagbone at Willkie Farr & Gallagher (UK) LLP, CityPoint, 1 Ropemaker Street, London, EC2Y 9AW.
  - By post: return a signed and dated copy by post to Isi Ijagbone at Willkie Farr & Gallagher (UK) LLP, CityPoint, 1 Ropemaker Street, London, EC2Y 9AW.
  - By e-mail: send an e-mail to [ijagbone@willkie.com](mailto:ijagbone@willkie.com) stating your name and that you agree to the Resolution dated 20 December 2023.
2. Only the e-mail address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the written resolution. The electronic address given above may only be used for the purposes specified.

### Period for agreeing to written resolution

3. 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 Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during that period. Your agreement will be ineffective if received after that date.

### Other

4. 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.