

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CUSHON GROUP LIMITED

(company registration number 10967805)

(the "Company")

15 November 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 resolutions be passed as ordinary and special resolutions (as indicated) (together, the "Resolutions").

ORDINARY RESOLUTION

THAT the terms of, and the transactions contemplated by, each of the documents listed below (the "Documents") and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in their absolute discretion, think fit):

- 1.1 an amendment and restatement agreement relating to a facilities agreement originally dated 1 June 2021 and amended and restated on 28 February 2022 entered into between (1) Cushon Holdings Limited as New Parent (the "New Parent"), (2) the Company as CGL, (3) Cushon MT Limited as Borrower, (4) the New Parent and certain of its subsidiaries (including the Company) as listed therein as Guarantors, (5) Ashgrove Specialty Lending Investments I Designated Activity Company as Lender, (6) AshGrove Capital Management Ltd. as Agent and (7) AshGrove Capital Management Ltd. as Security Agent (the "Amendment and Restatement Agreement");
- 1.2 a supplemental debenture governed by English law to be entered into between, amongst others, (1) the New Parent, (2) the Company and (3) AshGrove Capital Management Ltd. as Security Agent (the "Debenture");
- 1.3 a deed of novation between (1) the Company, (2) Major Oak Limited and (3) the New Parent (the "Deed of Novation"); and
- 1.4 any further documents, deeds, instruments, agreements, powers of attorney, notices, requests (including but not limited to any utilisation requests, howsoever defined), acknowledgments, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the Amendment and Restatement Agreement, the Debenture and/or in contemplation of the transactions therein; and

THAT notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as the directors, in their absolute discretion, think fit).

SPECIAL RESOLUTION

THAT the definition of "Investment Agreement" in article 1.1 of the Company's articles of association be deleted and in substitution, there be inserted ""Investment Agreement" means the investment agreement entered into between the Investors, the Founders and the Company on 1 June 2021 as amended by a deed of accession, subscription and amendment dated 14 January 2022 and novated to the company's parent Cushon Holdings Limited pursuant to a deed of novation dated on or around the Adoption Date."

THAT the definition of "Crimson Management Incentive Plan" in article 1.1 of the Company's articles of association be deleted and in substitution, there be inserted ""Crimson Management Incentive Plan" means the share options granted or to be granted to certain managers over Ordinary Shares under the Cushon Share Option Plan."

THAT a new article 16.3 shall be inserted:

Notwithstanding anything contained in these articles:

- (a) the directors shall promptly register any transfer of any shares which are the subject of a security interest where the relevant transfer is:
 - (i) to the holder of the security interest (or to its nominee or any other entity acting on its behalf); or
 - (ii) to any other person on any enforcement of that security interest, whether that transfer is made by the holder of the security interest (or its nominee or any other entity acting on its behalf) or by any receiver; or
 - (iii) by any insolvency practitioner in the course of selling those shares,each being a Secured Institution; and
- (b) in connection with any share transfer of a kind referred to above, no transferor (or proposed transferor) of any shares in the Company shall be required to offer those shares to any of the shareholders of the Company, and no shareholder shall have any right (whether under the Articles or otherwise) to require such shares to be transferred to them whether for consideration or not.

THAT a new article 16.4 shall be inserted:

The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 16.3 above).

THAT a new article 16.5 shall be inserted:

Notwithstanding anything contained in these articles, any lien on shares which the Company has shall not apply to shares which have been charged by way of security to a Secured Institution.

AGREEMENT

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

The undersigned, each a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions set out above:

Shareholder Name

Signature & Date

Troy Clutterbuck as duly authorised attorney for
Unum European Holding Company Limited

DocuSigned by:
Troy Clutterbuck
E311BCA51AC0B4B8.....

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Alastair Dickson

DocuSigned by:
Troy Clutterbuck
E311BCA51AC0B4B8.....

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Arthur Ellis Hancock

DocuSigned by:
Troy Clutterbuck
E311BCA51AC0B4B8.....

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Ashgrove Specialty Lending Investments I
Designated Activity Company

DocuSigned by:
Troy Clutterbuck
E311BCA51AC0B4B8.....

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Augmentum Fintech plc

DocuSigned by:
Troy Clutterbuck
E311BCA51AC0B4B8.....

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Ben Pollard

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Brian Clothier

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Cariad Holdings Ltd

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Catherine Songs Limited

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Chris Lukins

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Colin Wallace

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Dan Chillcott

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
David Battle

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Duncan Howorth

DocuSigned by:
Duncan Howorth
C0442B23E676418...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Elm Investments Ltd

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Graham Jarvis

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Grant Stanley

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Guy Carling

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Guy Ridley

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
James Cross

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
James McCabe

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Jaymin Patel

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Jeremy Evans

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
John Booth

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
The John Booth Charitable Foundation

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
John Cooper

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
John Deacon

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Jonathan Lyttle

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Katie Sawdon

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Kim Honess

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Kyra Barone

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Laurence Howell

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Le Grouet Limited

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Linda Brown

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Linda Edwards

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Louise Howorth

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Luca Cumani

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Major Oak Limited

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Manesh Patel

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Mark Arndell

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Matthew Cross

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Melanie Ridley

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Michael Hopkins

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Michael Johnson

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Patrick Flaherty

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Philip Booth

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Philip Hollingdale

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Richard Goodall

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Richard Green

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Richard Hollingdale

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Richard Wilson

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

For and on behalf of Seedrs Nominees Limited

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Steve Groves

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6486...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Stuart Stuckey

DocuSigned by:
Troy Clutterbuck
E3118CA57AC8488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Tobin Murphy-Coles

DocuSigned by:
Troy Clutterbuck
E3118CA57AC8488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Vanessa Howorth

DocuSigned by:
Troy Clutterbuck
E3118CA57AC8488...

Date: 15 November 2022

Troy Clutterbuck as duly authorised attorney for
Veronica Lenz

DocuSigned by:
Troy Clutterbuck
E3118CA57AC8488...

Date: 15 November 2022

NOTES

- 1 You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) By Hand: delivering the signed copy addressed to the directors of the Company at the Company's registered office.
 - (b) Post: returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
- 2 If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, before the end of the period of 28 days beginning on the Circulation Date, 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 this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 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.