

Company no. 11143188

The Companies Act 2006

Private company limited by shares

Written resolution

of

Argus Topco Limited

2 December 2021

(the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of **Argus Topco Limited** (the "**Company**") propose that resolutions 1 and 2 below be passed as ordinary resolutions and resolution 3 below be passed as a special resolution (together the "**Resolutions**").

Ordinary Resolution

1. **That** the proposed loan agreement relating to a loan of £17,750 from the Company to Geoffrey Page Morris, a director of the Company, on the terms set out in the memorandum annexed to this resolution be and are approved in accordance with section 197 of the Act.
2. **That**, the directors of the Company be and they are unconditionally authorised pursuant to Section 551 of the Act and in addition to any existing authority conferred on them to exercise all powers of the Company to allot, or to grant any right to subscribe for, or to convert any security into, up to 35,495 C3 Ordinary Shares of £0.01 each in the capital of the Company (having the rights set out in the New Articles attaching to them) up to an aggregate nominal value of £354.95 provided that:
 - (a) unless renewed, varied or revoked by the Company, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and
 - (b) in accordance with section 551(7) of the Act, the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority supersedes all previous authorities to the extent unused.

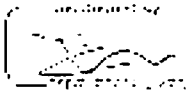
Special Resolution

3. **That** the Company adopt new articles of association in the form annexed to these Resolutions (the "**New Articles**") in substitution for and to the exclusion of the existing Articles.

Important:

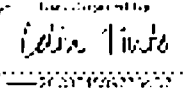
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the members entitled to vote on the resolution on the Circulation Date (see *Notes 4 and 5*), hereby irrevocably agree to the Resolutions.

Signed: 

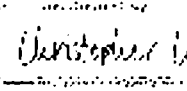
Name: **Tenzing PE I GP LLP** acting by a duly authorised signatory

Date: 2 December 2021

Signed: 

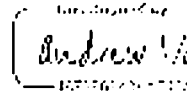
Name: **Colin Tinto**

Date: 2 December 2021

Signed: 

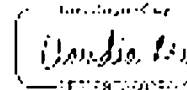
Name: **Christopher Lacey**

Date: 2 December 2021

Signed: 

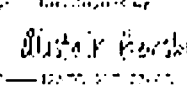
Name: **Andy Vaughan**

Date: 2 December 2021

Signed: 

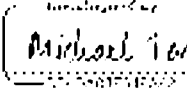
Name: **Claudia Munn**

Date: 2 December 2021

Signed: 

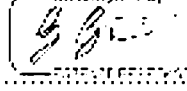
Name: **Alistair Horsburgh**

Date: 2 December 2021

Signed: 

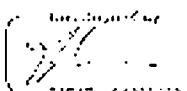
Name: **Michael Tortolano**

Date: 2 December 2021

Signed: 

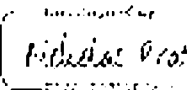
Name: **Gordon Grant**

Date: 2 December 2021

Signed: 

Name: **Matt Nicholson**

Date: 2 December 2021

Signed: 

Name: **Nicholas Pratt**

Date: 2 December 2021

Notes

1. If you agree to the resolution, 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:
 - By hand (by delivering the signed copy to Osborne Clarke LLP, One London Wall, London, EC2Y 5EB, **marked for the attention of Kamila Bochenek**).
 - By post (by returning the signed copy to Osborne Clarke LLP, One London Wall, London, EC2Y 5EB, **marked for the attention of Kamila Bochenek**).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to kamila.bochenek@osborneclarke.com). Please enter "Argus Topco Limited – Directors Loan and New Articles" in the email subject box.
 - By DocuSign (by signing and returning the document via DocuSign).
2. **The resolution will lapse if sufficient votes in favour of them have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
3. Once you have signified your agreement to the resolution such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. 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. **If you require any assistance in completing this document, please contact Will Nicolson of Osborne Clarke LLP.**

Annex**Memorandum**

Geoffrey Page-Morris

The nature of the transaction	Loan agreement
The amount of the loan	£17,750
The purpose of the loan	Geoffrey Page-Morris has applied to subscribe for 35,495 C3 ordinary shares of £0.01 each in the capital of the Company (" C3 Shares "), at an aggregate subscription price of £17,750 (the " Subscription Price "). In connection The loan will be advanced for the purposes of paying the subscription amount payable by him in connection with the subscription for the C3 Shares.
The extent of the Company's liability under any transaction connected with the loan	The Company's liability is £17,750, the value of the loan.

New Articles