

Company No. 11239504

RECORD OF WRITTEN RESOLUTION

CE Topco Limited

(the "Company")

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolutions (the "**resolutions**"), a copy of which are attached, were passed by or on behalf of the members of the Company who, at the date of the circulation of the resolutions, were entitled to attend and vote at a General Meeting of the Company.
2. The resolutions were signed by or on behalf of the last member on 9 December 2020.

DocuSigned by:

Graham Elton

.....DB8F5C35D7944F3.....

Director

Company No. 11239504

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

CE TOPCO LIMITED

(the "Company")

(Effective 9 December 2020)

The following resolutions were duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 in the case of Resolutions 1 to 2 (inclusive) as special resolutions, and in the case of Resolution 3 as an ordinary resolution with effect from 9 December 2020.

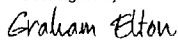
SPECIAL RESOLUTIONS

- 1. THAT**, pursuant to section 21(1) of the Act, the articles of association appended to these written resolutions (the "**New Articles**") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 2. THAT** the Directors be and are hereby empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by Resolution 3 below, up to a maximum nominal value of £300.00, as if sub-section (1) of section 561 of the Act did not apply to any such allotment.

ORDINARY RESOLUTION

- 3. THAT**, subject to the passing of Resolutions 1 above, the issued share capital of the Company be increased by the creation, allotment and issue of up to 3,000 C ordinary shares of £0.10 each (the "**C Ordinary Shares**"), in each case having the rights and being subject to the conditions set out in the New Articles to be adopted by Resolution 1 above and **THAT** for the purposes of section 551 of the Act:
 - 3.1** the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot or to grant rights to subscribe for or to convert any security in the C Ordinary Shares, up to a maximum nominal amount of £300.00 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution; and

- 3.2 the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in 3.1 above in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this Resolution in accordance with the provisions of section 551(7)(b) of the Act.

DocuSigned by:

006F6C35D7944F9.....
Chair