

Company No. 11442710

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

WRITTEN RESOLUTIONS

of

CHAPLIN TOPCO LIMITED

(the "Company")

(Effective 26 July 2021)

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 26 July 2021.

SPECIAL RESOLUTIONS

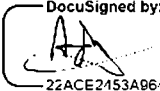
1. That, pursuant to section 21(1) of the act, the articles of association appended to these written resolutions (the "**New Articles**") be approved and adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association of the company.
2. **THAT**, subject to the passing of Resolution 1 above, each of the 32,080 issued A Growth Shares of £0.0001 each in the capital of the Company, held in the name of Caledonia Investments plc, be and are hereby re-designated as 32,080 C Growth shares of £0.0001 each (the "**C Growth Shares**"), such shares to have the rights and be subject to the conditions contained in the New Articles.

ORDINARY RESOLUTION

3. **THAT**, subject to the passing of Resolutions 1 and 2 above, the issued share capital of the Company be increased by the creation, allotment and issue of up to 113,497 C Growth Shares of £0.0001 each, 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 shares in the Company in the following amounts: (i) 113,497 C Growth Shares of £0.0001 each, up to a maximum nominal amount of £11.3497 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,

so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked.

DocuSigned by:

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Chair