

Circulation Date: 29.04.2022

2022

Company Number: 12204218

ADT MARKETING HOLDINGS LIMITED (THE "COMPANY")**WRITTEN RESOLUTIONS**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and resolution 2 below be passed as a special resolution (the "Resolutions").

Ordinary Resolutions

1. THAT, subject to completion of the Transfer (as defined in resolution 2 below), the 17,096 A ordinary shares of £0.001 each in the share capital of the Company held by Provenance Investment Partners I LP be re-designated as B ordinary shares of £0.001 each in the capital of the Company having the rights and being subject to the restrictions set out in the Company's articles of association.

Special Resolutions

2. THAT any pre-emption rights which the shareholders of the Company may be entitled to, including but not limited to the pre-emption rights contained in article 12 of the Company's articles of association, be and are hereby irrevocably and unconditionally dis-applied in respect of the following proposed transfer of shares in the capital of the Company due to take place on or around the date on which these Resolutions are passed (the "Transfer").

| Name of transferor | Name of transferee | Number of Shares |
|--------------------|-------------------------------------|---|
| Lee Thornley | Provenance Investment Partners 1 LP | 17,096 A ordinary shares of £0.001 each |

AGREEMENT

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

The undersigned, being the persons entitled to vote upon the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



Signed  DocuSigned by:
Date 29.04.2022

A designated member for and on behalf of PROVENANCE INVESTMENT PARTNERS I (GP) LLP acting in its capacity as general partner to PROVENANCE INVESTMENT PARTNERS I LP

Signed Date
TOM BOWMAN

Signed Date
RUTH WEBBER

Signed  DocuSigned by:
Date 29.04.2022
LEE THORNLEY

NOTES

- 1 If you agree to 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 only:

Post: returning the signed copy by post to Murrell Associates LLP, 14 High Cross, Truro, Cornwall TR1 2AJ.

By Docusign: sending a copy of the signed and dated resolution to henry.maples@murrellassociates.co.uk.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the circulation date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.
- 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.