

No 12373936

THE COMPANIES ACT 2006

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Company Limited by Shares

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RESOLUTION

of

ALEGRE TOPCO UK LIMITED (the '**Company**')

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Passed 24 July 2023

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The following written resolution of the Company was duly passed on 24 July 2023 in accordance with section 281(1)(a) of the Companies Act 2006 ('**CA 2006**') as a special resolution (the '**Resolution**')

**SPECIAL RESOLUTION**

- 1 THAT, notwithstanding the provisions of article 45 of the articles of association of the Company (the '**Articles**'), in relation to the redemption of 12,578,827 of the C1 preference shares of €0.01 each in the capital of the Company held by Maria Gonzalez Pajuelo ('**MGP**') for the price of €12,578,827.00 (being €1.00 per share) (the '**Redemption**'), the Company be and is authorised to carry out the Redemption such that (a) MGP is the sole Preference Shareholder (as defined in the Articles) whose Preference Shares (as defined in the Articles) are being redeemed as part of the Redemption; and (b) the redemption notice being issued in respect of the Redemption is contained in a conditional share buyback agreement with the completion date to be determined at a later date.

DocuSigned by:

*Karen M. Saxton*

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for **Reed Smith Corporate Services Limited**

Secretary