
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

THYME INVESTCO LIMITED
(THE "COMPANY")

CIRCULATED ON 12 February 2021 (THE "CIRCULATION DATE")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following written resolution is passed as a special resolution (the **Special Resolution**) by the shareholders of the company.

1 **Special Resolution**

IT IS RESOLVED THAT pursuant to section 21(1) of the Act, the articles of association of the Company are amended as follows:

- (a) Article 2.1 be amended by:
 - (i) deleting in their entirety the definitions of "JP Director", "LF" and "LF Director"; and
 - (ii) replacing "LF and JP" in the definition of "Specified Shareholder" with "JP and any other person designated as a "Specified Shareholder" by JP in writing;"
- (b) the following new Article 2.4 be added immediately following Article 2.3 in Article 2 (*Defined Terms*):

"2.4 If at any time there is only one Director in office the references in these Articles to Directors shall, whilst such circumstance is continuing, be construed accordingly.";
- (c) Article 4 (*Number of Directors*) be amended by:
 - (i) deleting "two" in line one and replacing it with "one"; and
 - (ii) deleting "The Directors shall include up to three Directors nominated by LF and up to two Directors nominated by JP." and replacing it with "A sole Director shall have all the powers, duties and discretions conferred on or vested in the Directors by these Articles.";
- (d) Article 13.2 be deleted in its entirety and replaced with the following:

"13.2 The quorum for Directors' meetings shall be (i) at least two Directors, provided that the majority of Directors present must be Qualifying Nationals or (ii) where there is only one Director in office, that Director.";
- (e) Article 19.2 be amended by deleting the entire second row in the table labelled "Lucien Farrell"; and
- (f) Article 24.1 be amended by deleting "LF shall be entitled to appoint up to two (2) Directors and" in line one,

(the **Amendments**).

Attached is a copy of the new articles of association of the Company which incorporate the Amendments and which are hereby adopted by the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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

2 Agreement


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

We the undersigned, each being an eligible member (see Note 1 below) entitled to vote on the Special Resolution on the Circulation Date, hereby agree to the Special Resolution.



Lucien Farrell

Date: 26 February 2021



Jonathan Peachey

Date: 26 February 2021

NOTES

1. An “eligible member” is any member of the Company who is entitled to vote on the Special Resolution on the Circulation Date.
2. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to victoria.thompson@morganlewis.com, with the original signed Special Resolution to follow to Condor House, 5-10 St. Paul’s Churchyard, London EC4M 8AL marked for the attention of Victoria Thompson.
3. If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Special Resolution you may not revoke your agreement.
5. Unless sufficient agreement has been received for the Special Resolution to pass on or before the date that is 28 days after the Circulation Date, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or on this date.

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.