

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF
ZANDER TOPCO LIMITED (the Company)

11 August 2023 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution.

SPECIAL RESOLUTION

That the regulations contained in the document attached to this resolution and marked A be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

	For	Against
SPECIAL RESOLUTION	X	

The undersigned, being the party entitled to vote on the above resolution on the Circulation Date, irrevocably votes in respect of the resolution as indicated above.

Signed 
For and on behalf of Project Advance Bidco Limited

Date 11 August 2023

NOTES

- 1 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box below the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box below the resolutions or leave the box blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:
 - by hand: delivering the signed copy to Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL; or
 - by post: delivering the signed copy to Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL; or
 - by e-mail: sending the signed copy to Benjamin Challenger at benjamin.challenger@walkermorris.co.uk; or
 - by DocuSign: by applying your electronic signature and selecting "Finish" within DocuSign.

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
- 3 The resolution is proposed as a special resolution. This means that it will be passed if the Company receives before the date at the end of the period of 28 days beginning with the Circulation Date (the **Lapse Date**) signified agreement from members representing 75 per cent. or more of the total voting rights of eligible members. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5 pm on the day before the Lapse Date.
5. 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.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.