

Company number: 13077992

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHAUCER NEWCO LIMITED (the "Company")

Passed on: 1 March 2021

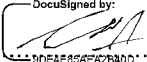
Resolutions 1 and 3 below were duly passed as ordinary resolutions of the Company and resolution 2 below was duly passed as a special resolution of the Company by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

RESOLUTIONS:

1. THAT, in accordance with section 551 of the Act the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £9.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the passing of the resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. THAT, in accordance with section 570 of the Act, Article 8.2(a) of the Company's articles of association (the "Articles"), the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as detailed in resolution 1 above, as if section 561(1) of the Act or any other restrictions as to pre-emption provisions did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.
3. THAT, in accordance with section 618 of the Act, and following the allotment of 8 ordinary shares of £1.00 each in the capital of the Company pursuant to resolution 1 above, each of the 9 ordinary shares of £1.00 each in the capital of the Company be sub-divided into 100 ordinary shares of £0.01 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing shares of such class as set out in the Articles from time to time.

Signed.....

Director