

Company number: 13084559



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COUNTY TOPCO LIMITED

("Company")

2 June
..... 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") propose that Resolutions 1 and 2 below be passed as an ordinary resolution and Resolutions 3 and 4 be passed as special resolutions (the "**Resolutions**").

ORDINARY RESOLUTION

- 1 **THAT**, the one ordinary share of £1.00 in the issued share capital of the Company be sub-divided into 100 ordinary shares of £0.01 each in the capital of the Company and re-designated as A Ordinary Shares having the rights set out in the New Articles (defined in Resolution 4 below).
- 2 **THAT**, notwithstanding anything to the contrary in the articles of association of the Company, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Act to allot, in substitution for all existing authorities, relevant securities with an aggregate nominal value of up to £999:
 - (a) 48,405 A ordinary shares of £0.01 each;
 - (a) 43,995 B ordinary shares of £0.01 each; and
 - (b) 7,500 C ordinary shares of £0.01 each,

provided that authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) five years from the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

SPECIAL RESOLUTIONS

- 3 **THAT**, subject to the passing of Resolution 2 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment.

- 4 **THAT** the regulations contained in the document attached hereto and initialled by a Director of the Company for the purpose of identification are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association (the "**New Articles**").

AGREEMENT

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

We, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed:

DocuSigned by:
Richard Babington
A268A1C137F84C9.....

Name of Shareholder:

Mobeus Equity Partners LLP (as nominee for
Mobeus Equity Partners IV LP)

Date:

2 June 2021
.....

NOTES

- 1 If you agree with 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:
 - (a) **By hand:** delivering the signed copy to c/o Joshua Headley, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds LS1 4AP.
 - (b) **By email:** emailing the signed copy to c/o Joshua Headley at joshua.headley@squirepb.com with the email headed "County - Written Resolutions".
 - (c) **By post:** returning the signed copy by post c/o Joshua Headley, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds LS1 4AP.
- 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, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, 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.