

Company No 13121399

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARMEL BIDCO LIMITED (the "Company")

Circulation Date: 22 January **2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution"):-

SPECIAL RESOLUTION

1. **THAT**, the draft articles of association attached to this Resolution be, with immediate effect, adopted as the new articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association.



AGREEMENT

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

DocuSigned by:



CA8481189C2541C

For and on behalf of **Carmel Midco 2 Limited**

22 January 2021

Date

NOTES

1. If you agree with the Resolution, 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:-
 - **By Hand:** delivering the signed copy to a director of the Company.
 - **By Post:** returning the signed copy by post to the Company's registered office.
 - **By Email:** attaching a scanned copy of the signed document to an e-mail and sending it to rob.cunningham@pinsentmasons.com. Please enter "Written resolution dated [*insert date*]" in the e-mail subject box.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless by 28 days from the Circulation Date, sufficient 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 before or during this date.
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.