

Company number: 13181399

**SONDERWELL TOPCO LIMITED**  
(the "Company")

**SHAREHOLDER'S WRITTEN RESOLUTION OF THE COMPANY**

**CIRCULATED ON 1 August 2022**

**PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

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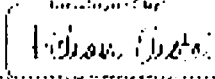
The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as, in relation to resolutions 1 and 2 special resolutions and resolution 3 as an ordinary resolution of the Company on 1 August 2022:

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association, a copy of which is attached to this written resolution, be and 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 of the Company.
2. **THAT** the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 3 as if section 561 of that Act did not apply to any such allotment. This authority shall expire, unless previously revoked or renewed by the Company, on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

**ORDINARY RESOLUTION**

3. **THAT** the directors be authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £2,500,000 with the rights attaching to them as set out in the articles of association of the Company. This authority shall expire on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

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**Director**

Date 1 August 2022