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**WRITTEN RESOLUTIONS**  
**of**  
**MAJORELLE MIDCO LIMITED (the "Company")**  
**A PRIVATE COMPANY LIMITED BY SHARES**

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**CIRCULATION DATE: 28 APRIL 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution.

**SPECIAL RESOLUTIONS**

**1. New Articles of Association**

**THAT** the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**2. Disapplication of Pre-emption Rights**

**THAT**, subject to the passing of resolution 3 below and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authorities conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.

**ORDINARY RESOLUTIONS**

**3. Authority to Allot**

**THAT**, pursuant to section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot Ordinary shares of EUR 171,379,307 each in the capital of the Company up to a maximum aggregate nominal amount of EUR 1,713,793.07. This authority shall, unless renewed, varied or revoked by the Company, expire one year from the date on which this resolution is passed.


*[Signature on the following page]*



**AGREEMENT:**

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

**MAJORELLE TOPCO LIMITED**

By: \_\_\_\_\_

Name: Evis Hursever

Title: Director

**IMPORTANT:**

**To signify your agreement to the Resolution, you must:**

- **sign this document where indicated above;**
- **return the signed document to the Company using one of the following methods:**
  - **attach a scanned copy of the signed document to an email, enter “Written Resolution” in the subject line and send it to [max.mugnaioni@kirkland.com](mailto:max.mugnaioni@kirkland.com); and**
- **ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.**

**Note: Once given, your agreement may not be revoked.**