

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
BVG TOPCO LIMITED
(Company)

Circulation Date 16 July 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the Special Resolutions and Ordinary Resolution set out below be passed.

SPECIAL RESOLUTIONS

1. Resolution 1: New Articles of Association

THAT the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

2. Bonus Issue: B Shares

2.1 THAT the sum of £57,862,700 standing to the credit of the Company's merger reserve account be capitalised and applied for the purpose of paying up in full the bonus issue of shares to be allotted to each holder of shares in the Company as at the Circulation Date of these Resolutions fully paid in the proportion in which they would have received such sum had it been distributed by way of dividend (**Bonus B Shares**) as follows:

- (i) holders of A ordinary shares of £0.01 each shall receive B1 ordinary shares of £345.5760398 each;
- (ii) holders of B ordinary shares of £0.01 each shall receive B2 ordinary shares of £350.6469076 each;
- (iii) holders of C ordinary shares of £0.01 each shall receive B3 ordinary shares of £271.1478667 each;
- (iv) holders of D ordinary shares of £0.01 each shall receive B4 ordinary shares of £80.22963641 each;
- (v) holders of preferred ordinary shares of £0.01 each shall receive B5 preferred ordinary shares of £343.4817068 each; and
- (vi) holders of deferred shares of £0.01 each shall receive B6 deferred shares of £0.0000026 each;

with such new Bonus B Shares having the rights set out in the Company's new articles of association proposed to be adopted pursuant to Resolution 1 above.

- 2.2 THAT the directors be authorised and directed to give effect to this Resolution and to allot any Bonus B Shares requiring fractional entitlements in such manner as they determine.

3. Bonus Issue: C Shares

- 3.1 THAT, the sum of £268,174,100 standing to the credit of the Company's merger reserve account be capitalised and applied for the purpose of paying up in full the bonus issue of shares to be allotted to each holder of shares in the Company as at the Circulation Date of these Resolutions fully paid in the proportion in which they would have received such sum had it been distributed by way of dividend (**Bonus C Shares**) as follows:

- (i) holders of A ordinary shares of £0.01 each shall receive C1 ordinary shares of £1,601.628398 each;
- (ii) holders of B ordinary shares of £0.01 each shall receive C2 ordinary shares of £1,625.130161 each;
- (iii) holders of C ordinary shares of £0.01 each shall receive C3 ordinary shares of £1,256.678918 each;
- (iv) holders of D ordinary shares of £0.01 each shall receive C4 ordinary shares of £371.8373105 each;
- (v) holders of preferred ordinary shares of £0.01 each shall receive C5 preferred ordinary shares of £1,591.921868 each; and
- (vi) holders of deferred shares of £0.01 each shall receive C6 deferred shares of £0.0000026 each;

with such new Bonus C Shares having the rights set out in the Company's new articles of association proposed to be adopted pursuant to Resolution 1 above.

- 3.2 THAT the directors be authorised and directed to give effect to this Resolution and to allot any Bonus C Shares requiring fractional entitlements in such manner as they determine.

4. Resolution 4: Authority to allot

THAT, in respect of the Bonus B Shares and the Bonus C Shares, the directors be and are hereby unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot and issue the Bonus B Shares and the Bonus C Shares up to an aggregate nominal amount of £326,036,800 credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as they think fit and take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotment in connection with the bonus Issues; and

provided that this authority shall expire 15 months after the date on which this resolution is passed.

ORDINARY RESOLUTION

5 Redesignation of Shares in to A Shares


THAT:

- 5.1 each A ordinary share of £0.01 in the capital of the Company be redesignated as an A1 ordinary share of £0.01;
- 5.2 each B ordinary share of £0.01 in the capital of the Company be redesignated as an A2 ordinary share of £0.01;
- 5.3 each C ordinary share of £0.01 in the capital of the Company be redesignated as an A3 ordinary share of £0.01;
- 5.4 each D ordinary share of £0.01 in the capital of the Company be redesignated as an A4 ordinary share of £0.01;
- 5.5 each preferred ordinary share of £0.01 in the capital of the Company be redesignated as an A5 ordinary share of £0.01; and
- 5.6 each deferred share of £0.01 in the capital of the Company be redesignated as an A6 ordinary share of £0.01,

with such shares each case having the rights set out in the new articles of association of the Company proposed to be adopted pursuant to the Resolution 1 above.

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**).

We the undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Name of eligible Shareholder	Signature	Date
Iain Burgess		21 July 2021
Paul David Burgess		July 2021
Authorised Signatory For and on behalf of BGF Nominees Limited		July 2021
Anita Gentili (for the trustees of the Anita Gentili Settlement)		July 2021
John Anthony David Tschaikowsky (for the trustees of the Tschaikowsky trusts)		July 2021
Adam Edgar Gentili		July 2021
Simon John Locke		July 2021
Daniel Russell Price		July 2021
Valinder Singh Bhogal		July 2021


NOTES

- If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

- By hand:** delivering the signed copy to Mr M Rees.
- Post:** returning the signed copy by post to Mr M Rees.
- E-mail:** scanning and sending a copy by e-mail to Mr M Rees.

You may not indicate your agreement to the Resolutions by any other method.

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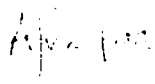
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If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

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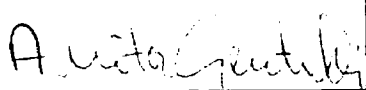
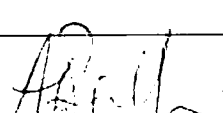
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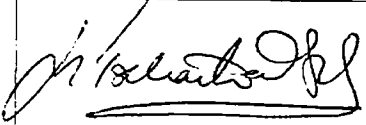
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2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company 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.