

Company No. 13407695

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

ANODE TOPCO LIMITED

(the "**Company**")

31 May **2021**

(the "**Circulation Date**")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006 (the "**Act**")), irrevocably agree to the following resolutions of the Company having effect in the case of resolutions 1 and 2 as ordinary resolutions, and in the case of resolutions 3, 4 and 5 as special resolutions, in accordance with Chapter 2 Part 13 of the Act:

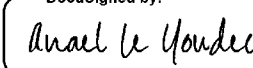
ORDINARY RESOLUTIONS

1. THAT the directors are unconditionally authorised, for the purposes of section 618 of the Act, to exercise all powers of the Company to reorganise its issued share capital by subdividing its 1 issued ordinary share of £1.00 each into 10 ordinary shares of £0.10 each in the capital of the Company and, in respect of all such ordinary shares of £0.10 resulting from such subdivision, the rights of such shares shall be varied accordingly.
2. THAT the directors be and are generally and unconditionally authorised for the purpose of s.551 of the Act to exercise all the powers of the Company to allot shares as follows:
 - (a) A ordinary shares of £0.10 each in the Company up to an aggregate nominal value of £155,000;
 - (b) Series 1 preference shares of £1.00 each in the Company up to an aggregate nominal value of £36,523,321;
 - (c) B ordinary shares of £0.10 each in the Company up to an aggregate nominal value of £45,000; and
 - (d) Series 2 preference shares of £1.00 each in the Company up to an aggregate nominal value of £306,000,

for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of the resolution numbered 1 (above), the Company reclassifies its 10 ordinary shares of £0.10 each as 10 A ordinary shares of £0.10 each.
4. THAT new articles of association in the form contained in the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.
5. THAT, subject to the passing of the resolution numbered 2, the directors be given power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority granted by that resolution as if section 561 of the Act did not apply to any such allotment. This power shall expire on the fifth anniversary of the date of this resolution (save that the Company may before such expiry make an 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 offer or agreement as if the power conferred hereby had not expired).

DocuSigned by:

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31 May 2021

Anode Holdco Limited

Date

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to Braeden.Donnelly@ashurst.com.

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 the date falling 28 days from 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.