Company No: 13409935

# **NEWTON TOPCO LIMITED**

(the "Company")

### WRITTEN RESOLUTIONS

(pursuant to section 288 Companies Act 2006)

Circulation date: 20 June 2023

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose resolution 1 as an ordinary resolution and that resolutions 2 and 3 are passed as a special resolutions (the "**Resolutions**"):

#### ORDINARY RESOLUTION

THAT pursuant to and in accordance with section 551 of the Act the directors be generally and unconditionally authorised to issue and allot shares up to an aggregate nominal value of (a) £33.13 in respect of the allotment and issue of B Ordinary shares of £0.01 each in the capital of the Company (the "B Shares") and (b) £3,481.16 in respect of the allotment and issue of B Preferred Ordinary shares of £0.01 each in the capital of the Company (the "B Preferred Shares") provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution, save that the Company may before such expiry, make offers or agreement which would or might require relevant securities to be allotted and the directors may allot the relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

## **SPECIAL RESOLUTIONS**

- THAT, in accordance with section 565 of the 2006 Act and subject to the passing of resolution 1 above, the directors be given general and unconditional authority to allot the shares set out in resolution 1 above as if section 561(1) of the 2006 Act did not apply to such allotment.
- THAT, the directors of the Company be given general and unconditional authority to allot the shares set out in resolution 1 above as if article 10 of the Company's articles of association did not apply to such allotment and any other pre-emption rights (however arising) are waived.

# **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

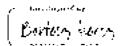
The undersigned, being the members of the Company entitled to vote on the Resolutions at the date of circulation of the Resolutions hereby irrevocably agree to the Resolutions:

	DocuSigned by:
<b>Executed</b> as a <b>deed</b> , but not delivered until	Paul Anderson
the first date specified on page 1, by	188ECB4B3E26445
<b>PAUL ANDERSON</b> in the presence of:	
signature	
of witness	
name print name of witness	
princhance of widess	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until	
the first date specified on page 1, by	
<b>SEAN FEAST</b> in the presence of:	
SLANTEAST III the presence of.	
signature	
of witness	
name	
print name of witness	
address	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until	
the first date specified on page 1, by	
MARK LETHBRIDGE in the presence of:	
cianaturo	
signature	
of witness	
name	
print name of witness	
address	
*· *· *· · · · · · · · · ·	

<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by	Lowisa Roberts
LOUISA ROBERTS in the presence of:	—— D2505110362D425
signature of witness	
nameprint name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>ROBERT WELSBY</b> in the presence of:	
of witness	
print name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>RICHARD WATTS</b> in the presence of:	
signature of witness	
nameprint name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>SEAN WILLIAMS</b> in the presence of:	
signature of witness	
name print name of witness	
address	

the first dat	e specified on page 1, by	
LOUISA RO	<b>DBERTS</b> in the presence of:	
signature of witness		
name	print name of witness	
address		
the first dat	es a <b>deed</b> , but not delivered until e specified on page 1, by ELSBY in the presence of:	
signature of witness		
name	print name of witness	
address		
the first dat	as a <b>deed</b> , but not delivered until e specified on page 1, by <b>NATTS</b> in the presence of:	Richard Viette
the first dat	e specified on page 1, by	Richard Valle
the first dat RICHARD \ signature	e specified on page 1, by	Richard Valle
the first dat RICHARD V signature of witness	e specified on page 1, by  NATTS in the presence of:  Steve Dale	Richard Viete
signature of witness name address  Executed at the first dat	Steve Dale print name of witness  4 Millars Cottage	Richard Viete
signature of witness name address  Executed at the first dat	Steve Dale print name of witness  4 Millars Cottage RG252FG as a deed, but not delivered until e specified on page 1, by	Ribord U-oths
signature of witness name address  Executed at the first dat SEAN WILL signature	Steve Dale print name of witness  4 Millars Cottage RG252FG as a deed, but not delivered until e specified on page 1, by LIAMS in the presence of:	Religion de la
signature of witness name address  Executed at the first dat SEAN WILL signature of witness	Steve Dale print name of witness  4 Millars Cottage RG252FG as a deed, but not delivered until e specified on page 1, by LIAMS in the presence of:	Richard Vielle

<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by	
LOUISA ROBERTS in the presence of:	
signature of witness	
nameprint name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>ROBERT WELSBY</b> in the presence of:	
signature of witness	
name print name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>RICHARD WATTS</b> in the presence of:	
signature of witness	
name print name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>SEAN WILLIAMS</b> in the presence of:	Stand Villant
signature of witness	
name Gareth Atkinson  print name of witness	
address Gareth Atkinson	
77 Clarendon Rd, Seven	oaks, Tn13 1ET



the first date specified on page 1, by **BARTOSZ KORCZ** in the presence of: signature of witness name Łukasz Włodarski print name of witness Lukasz Wlodarski address 9 Nyanza Street SE18 2RY **Executed** as a **deed**, but not delivered until the first date specified on page 1, by **PAUL FAWCETT** in the presence of: signature of witness name print name of witness address Executed as a deed, but not delivered until the first date specified on page 1, by **MAKSYMILIAN MATLOKA** in the presence of: signature of witness name print name of witness address Executed as a deed, but not delivered until the first date specified on page 1, by **WOJCIECH SAPIECHOWSKI** in the presence of: signature of witness name print name of witness

**Executed** as a **deed**, but not delivered until

LONLIVE\107508619.2 Page 4

address

	as a <b>deed</b> , but not delivered until te specified on page 1, by	
BARTOSZ	KORCZ in the presence of:	
signature of witness		
name	print name of witness	
address		
the first da		Park Favice
in the prese	ence or:	
of witness	Julie Frances	
name	Julie Fawcett print name of witness	
address	Julie Fawcett	
the first da	320 route de chevilly 742 as a <b>deed</b> , but not delivered until te specified on page 1, by <b>LIAN MATLOKA</b> ence of:	
of witness		
name	print name of witness	
address		
the first da	as a <b>deed</b> , but not delivered until te specified on page 1, by H SAPIECHOWSKI	
in the prese	ence or:	
signature of witness		
name	print name of witness	
address		

the first dat	es a <b>deed</b> , but not delivered until te specified on page 1, by <b>KORCZ</b> in the presence of:	
signature of witness		
name	print name of witness	
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the first dat		
in the prese	ence of:	
signature of witness		
name	print name of witness	
address		
the first dat	as a <b>deed</b> , but not delivered until te specified on page 1, by LIAN MATLOKA ence of:	Malsomilian Mattha
the first dat  MAKSYMII  in the prese	e specified on page 1, by	Malsomilian Mattha
the first dat	e specified on page 1, by	Mabsimilian Mattaka
the first dat  MAKSYMII in the prese signature	e specified on page 1, by	Maksimilian Mattika
the first dat  MAKSYMII in the prese signature of witness	e specified on page 1, by LIAN MATLOKA ence of:  Paula Szwejkowska	Malsonalian Mattaka
the first dat MAKSYMII in the prese signature of witness name	Paula Szwejkowska	Mabsimilian Mattaka
the first dat MAKSYMII in the prese signature of witness name address  Executed at the first dat	Paula Szwejkowska print name of witness Lakowa 10 Banino as a deed, but not delivered until te specified on page 1, by	Maksimilian Mattha
the first dat MAKSYMII in the prese signature of witness name address  Executed at the first dat	Paula Szwejkowska print name of witness  Lakowa 10 Banino as a deed, but not delivered until te specified on page 1, by  I SAPIECHOWSKI	Maksimilian Mattaka
the first dat MAKSYMII in the prese signature of witness name address  Executed at the first dat WOJCIECH	Paula Szwejkowska print name of witness  Lakowa 10 Banino as a deed, but not delivered until te specified on page 1, by  I SAPIECHOWSKI	Maksimilian Mattala
the first dat MAKSYMII in the prese signature of witness name address  Executed at the first dat WOJCIECH in the prese signature	Paula Szwejkowska  print name of witness  Lakowa 10  Banino  as a deed, but not delivered until the specified on page 1, by  I SAPIECHOWSKI  ence of:	Maksimilian Mattaka

the first date	a <b>deed</b> , but not delivered until specified on page 1, by <b>DRCZ</b> in the presence of:	
signature of witness		
name	rint name of witness	
address		
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address		
the first date	a <b>deed</b> , but not delivered until specified on page 1, by  AN MATLOKA  ce of:	
signature of witness		
name	rint name of witness	
address		
the first date	a <b>deed</b> , but not delivered until specified on page 1, by SAPIECHOWSKI ce of:	- Constitution (Constitution (
signature of witness	Your and howal	
name	Damian Nowak	
address	ul. Rynek 26	
	38-350 Bobowa, Poland	

<b>Executed</b> as a <b>deed</b> , but not delivered ur the first date specified on page 1, by	till Kestangen nemen
KATARZYNA WEGRZYN in the presence of:	<del></del>
signature  of witness	
name Emil Węgrzyn	
address Emil Węgrzyn	
Nowosądecka 189 <b>Executed</b> as a <b>deed</b> , but not delivered ur the first date specified on page 1, by <b>SZYMON KATRA</b> in the presence of:	ntil 
signature of witness	
nameprint name of witness	*******
address	
<b>Executed</b> as a <b>deed</b> , but not delivered ur the first date specified on page 1, by <b>ANDREW DAYNES</b> in the presence of:	ntil 
signature of witness	
nameprint name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered ur the first date specified on page 1, by <b>THOMAS GOLLAND</b> in the presence of:	ntil
signature of witness	
nameprint name of witness	

address

<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by	
in the presence of:	
signature of witness	
name	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>SZYMON KATRA</b> in the presence of:	The stage of the s
signature Continue Co	
name Agnieszka Katra	
address Zawadka 40	
33-312 Tęgoborze <b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>ANDREW DAYNES</b> in the presence of:	
signature of witness	
name	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by <b>THOMAS GOLLAND</b>	
in the presence of:	
signature of witness	
nameprint name of witness	
address	

	as a <b>deed</b> , but not delivered until	
	e specified on page 1, by	
in the prese		
с р. сос		
signature		
of witness		
name	print name of witness	
address		
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	as a <b>deed</b> , but not delivered until the specified on page 1, by	
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of witness		
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	e specified on page 1, by	eth gante years.
ANDREW D	<b>DAYNES</b> in the presence of:	
signature	Steing-dust by	
of witness	teater Vaguesi	
· · · · · · · · · · · · · · · · · · ·		
name	Katie Daynes	
	print name of witness	
address	Kingsbury House, Upper	Road, Little Cornard, Suffolk
	CO10 0NZ	
	as a <b>deed</b> , but not delivered until	
	e specified on page 1, by	
in the prese		
iii tile prese	ince of.	
signature		
name	print name of witness	
addross	· · · · · · · · · · · · · · · · · · ·	
address		

<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by	Docusigned by:  Andrew Greaves  E400BB61A260462
ANDREW GREAVES	E-100000 (7)200-02
in the presence of:	
signature	
of witness	
name print name of witness	
print name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until	DocuSigned by:
the first date specified on page 1, by	(Uris Omotoslio
CHRIS OMOTOSHO	3AE7FF5E8FC0433
in the presence of:	
·	
signature	
of witness	
name	
print name of witness	
address	
Executed as a deed, but not delivered until	
the first date specified on page 1, by	
ADA CAVALMORETTI	
in the presence of:	
in the presence of	
signature	
of witness	
name	
print name of witness	
address	
<b>Executed</b> as a <b>deed</b> , but not delivered until	
the first date specified on page 1, by  JOSEPH LETHBRIDGE	
in the presence of:	
signature	
-C	
or witness	
name	
print name of witness	

address

<b>Executed</b> as a <b>deed</b> , but not delivered until	Fergus Cable-Alexander
the first date specified on page 1, by FERGUS CABLE-ALEXANDER	BDE4E48E1744478
in the presence of:	
signature Docusigned by:	
of witnessFBC1DB27A75B8467	
name Graham Francis	
print name of witness	0 0/42 51 5
address 15 St Johns Close, Fyfield,	Oxon, OX13 SLP
G FRANCIS	
<b>Executed</b> as a <b>deed</b> , but not delivered until	DocuSigned by:
the first date specified on page 1, by	Mola Cook
NICOLA COOK	
in the presence of:	
signature	
of witness	
name	
print name of witness	
address	
Executed as a deed, but not delivered until	
the first date specified on page 1, by	
ELIZABETH IONA YADALEE in the	
presence of:	
signature	
of witness	
namo	
print name of witness	
address	
Executed as a deed, but not delivered until	DocuSigned by:
the first date specified on page 1, by	Sillian Witt
JILLIAN WITT	6B0C625F75424B9
in the presence of:	
DocuSigned by:	
signature / Jumph	
of witness OC3210F176E3420	
name Thomas McHowat	
print name of witness	
address 9 Park Lane, Beaconsfield,	Buckinghamshire
address Frank Lane, Deaconsheld,	Duckinghamaning

HP9 2HR

		DocuSigned by:		
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by		Rikita Bhardway		
RITIKA BH	ARDWAJ			
in the preser	nce of:			
signature of witness	Docusigned by:  Sumit Blandway			
	3D9435735CG5424			
name	Sumit Bhardwaj			
	print name of witness			
address	273 Martin way Wimbledon			
	London Sw209BU			
<b>Executed</b> as	s a <b>deed</b> , but not delivered until			
the first date	e specified on page 1, by			
THOMAS W	EST			
in the presence of:				
signature				
of witness				
name _	print name of witness			
address				
address				
		DocuSigned by:		
	s a <b>deed</b> , but not delivered until	Mark Taylor-Jones		
MARK JONE	e specified on page 1, by	A5543DB35631477		
in the prese				
iii tiic prese				
signature	DocuSigned by:			
of witness	Hannali Taylor-Jones			
	B3A885/9EE8/453			
name	Hannah Taylor-Jones			
	print name of witness			
address	90 St Helens Park Road, Ha	stings, East Sussex		

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		il Racul Smith	
signature of witness	Pocusigned by:  Ray Smith  ODF4GC03G1G442E		
name	Ray Smith		
Address Ra	y Smith 3 Southby Close	e, Appleton, OX13 5LE	
the first date	s a <b>deed</b> , but not delivered unti e specified on page 1, by <b>NER</b> in the presence of:  —DocuSigned by:	il Rory Turwr 9357D43EFF4346E	
signature of witness	Sophie Turner		
name	Sophie Turner		
address	Sophie Turner		
	2 Georgette Apartment	s, 21 Courthouse Way, London, SW1	.8 4PR
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by Elysian Capital Nominee Limited for and on behalf of <b>Elysian Capital III LP</b> acting by a director in the presence of:		signature print name	_ Director
signature of witness			
name address	print name of witness		
<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by Elysian Capital Nominee Limited for and on behalf of <b>ELYSIAN CAPITAL EXECUTIVE MANAGEMENT III L.P.</b> acting by a director in the presence of:		signature  print name	_ Director
signature of witness			
name	print name of witness		

address

<b>Executed</b> as a <b>deed</b> , but not delivered until the first date specified on page 1, by				
in the prese				
signature of witness				
name _	print name of witness			
the first date	s a <b>deed</b> , but not delivered until e specified on page 1, by <b>NER</b> in the presence of:			
signature of witness				
name	print name of witness			
address				
the first date	s a <b>deed</b> , but not delivered until e specified on page 1, by <b>UNTER</b> in the presence of:			
signature of witness				
name	print name of witness			
address				
Executed a	s a <b>deed</b> , but not delivered		Continuetry	
until the firs	st date specified on page 1,	gnature		Director
	Capital Nominee Limited for olf of <b>Elysian Capital III LP</b>		Kannath Tarn	
		int name	Kenneth Terry	
signature of witness	Clarks Jeleson, Regulables			
name	Chris Jepson Reynolds			
address	1 Southampton Street			
	London, WC2R 0LR			

**Executed** as a **deed**, but not delivered until the first date specified on page 1, by Elysian Capital Nominee Limited for and on behalf of **ELYSIAN CAPITAL EXECUTIVE MANAGEMENT III L.P.** acting by a director in the presence of:

Signature Director

Kenneth Terry

print name

acting by a director in the presence of:

signature of witness Land Market Mark

name Chris Jepson Reynolds
print name of witness

address 1 Southampton Street

London, WC2R 0LR

#### **NOTES**

- 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 using one of the following methods:
  - **By Hand**: delivering the signed copy to Lydia Zakrzewski at Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH.
  - **Post**: returning the signed copy by post to Lydia Zakrzewski at Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH.
  - **E-mail**: attaching a scanned copy of the signed document to an e-mail and sending it to Lydia.Zakrzewski@shlegal.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.
- Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by 28 days from the circulation date of this document, 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.
- 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.