

**NEWTON TOPCO LIMITED**

(the "**Company**")

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**WRITTEN RESOLUTIONS**

(pursuant to section 288 Companies Act 2006)

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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**

- 1 **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**

- 2 **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.
- 3 **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:

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**PAUL ANDERSON** in the presence of:

DocuSigned by:  
*Paul Anderson*  
188ECB4B3E26445...

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  
**SEAN FEAST** 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  
**MARK LETHBRIDGE** 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  
**LOUISA ROBERTS** in the presence of:

DocuSigned by:

*Louisa Roberts*

D2505110362D425...

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  
**ROBERT WELSBY** 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  
**RICHARD WATTS** 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  
**SEAN WILLIAMS** 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  
**LOUISA ROBERTS** 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  
**ROBERT WELSBY** 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  
**RICHARD WATTS** in the presence of:

signature  
of witness \_\_\_\_\_

name Steve Dale  
print name of witness

address 4 Millars Cottage  
RG252FG

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**SEAN WILLIAMS** in the presence of:

signature  
of witness \_\_\_\_\_

name \_\_\_\_\_  
print name of witness

address

\_\_\_\_\_  
*Richard Watts*  
\_\_\_\_\_  
print name of witness

\_\_\_\_\_  
*Steve Dale*  
\_\_\_\_\_  
print name of witness

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**LOUISA ROBERTS** 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  
**ROBERT WELSBY** 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  
**RICHARD WATTS** in the presence of:

signature \_\_\_\_\_  
of witness \_\_\_\_\_

name \_\_\_\_\_  
print name of witness

address \_\_\_\_\_

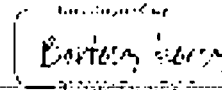
**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**SEAN WILLIAMS** in the presence of:

signature \_\_\_\_\_  
of witness \_\_\_\_\_

name Gareth Atkinson  
print name of witness

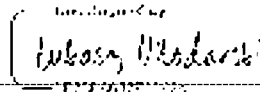
address Gareth Atkinson  
77 Clarendon Rd, Sevenoaks, Tn13 1ET

\_\_\_\_\_  
Sean Williams  
\_\_\_\_\_  
SEAN WILLIAMS

  
Bartosz Karcz

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**BARTOSZ KORCZ** in the presence of:

signature  
of witness

  
Lukasz Wlodarski

name

Lukasz Włodarski

print name of witness

address

Lukasz Wlodarski

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

address

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**BARTOSZ KORCZ** 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  
**PAUL FAWCETT**  
in the presence of:

signature  
of witness \_\_\_\_\_

name Julie Fawcett  
print name of witness

address Julie Fawcett  
320 route de chevilly 74210 Lathuile

**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

address

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**BARTOSZ KORCZ** 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  
**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 \_\_\_\_\_  
Lakowa 10  
Banino

**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

address

\_\_\_\_\_  
Maksymilian Matloka



**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**BARTOSZ KORCZ** 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  
**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 \_\_\_\_\_

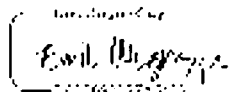
name **Damian Nowak**  
print name of witness

address **ul. Rynek 26**  
**38-350 Bobowa, Poland**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**KATARZYNA WĘGRZYN**  
in the presence of:

signature  
of witness



name Emil Węgrzyn

print name of witness

address Emil Węgrzyn

Nowosądecka 189

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**SZYMON KATRA**  
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  
**ANDREW DAYNES** 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  
**THOMAS GOLLAND**  
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  
**KATARZYNA WEGRZYN**  
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  
**SZYMON KATRA**  
in the presence of:

signature  
of witness \_\_\_\_\_

name \_\_\_\_\_  
print name of witness

address \_\_\_\_\_  
Zawadka 40  
33-312 Tęgoborze

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**ANDREW DAYNES** 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  
**THOMAS GOLLAND**  
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  
**KATARZYNA WEGRZYN**  
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  
**SZYMON KATRA**  
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  
**ANDREW DAYNES** in the presence of:

signature  
of witness \_\_\_\_\_

name Katie Daynes  
print name of witness

address Kingsbury House, Upper Road, Little Cornard, Suffolk  
CO10 0NZ

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**THOMAS GOLLAND**  
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  
**ANDREW GREAVES**  
in the presence of:

signature  
of witness .....

name .....  
print name of witness

address

DocuSigned by:  
*Andrew Greaves*  
E480BB61A2664C2...

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**CHRIS OMOTOSHO**  
in the presence of:

signature  
of witness .....

name .....  
print name of witness

address

DocuSigned by:  
*Chris Omotosho*  
3AE7FF5E8FCD433...

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**ADA CAVALMORETTI**  
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  
**JOSEPH LETHBRIDGE**  
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  
**FERGUS CABLE-ALEXANDER**  
in the presence of:

DocuSigned by:  
*Fergus Cable-Alexander*  
BDE4E48E1744478...

signature  
of witness

DocuSigned by:  
*[Signature]*  
FBC1DB27A7EB467...

name  
print name of witness

Graham Francis

address  
15 St Johns Close, Fyfield, Oxon, OX13 5LP  
G FRANCIS

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**NICOLA COOK**  
in the presence of:

DocuSigned by:  
*Nicola Cook*  
B878FF031CA3491...

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

name  
print name of witness

address

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**JILLIAN WITT**  
in the presence of:

DocuSigned by:  
*Jillian Witt*  
6B0C625F75424B9...

signature  
of witness

DocuSigned by:  
*[Signature]*  
0C3210F176E3420...

name  
print name of witness

Thomas McHowat

address  
9 Park Lane, Beaconsfield, Buckinghamshire  
HP9 2HR

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**RITIKA BHARDWAJ**  
in the presence of:

DocuSigned by:

*Rikita Bhardwaj*

F9E1E018D330471...

signature  
of witness

DocuSigned by:

*Sumit Bhardwaj*

3D9435735CC65421...

name

Sumit Bhardwaj

print name of witness

address

273 Martin way Wimbledon

London SW209BU

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**THOMAS WEST**  
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  
**MARK JONES**  
in the presence of:

DocuSigned by:

*Mark Taylor-Jones*

A5543DB35631477...

signature  
of witness

DocuSigned by:

*Hannah Taylor-Jones*

B3A88579EE87453...

name

Hannah Taylor-Jones

print name of witness

address

90 St Helens Park Road, Hastings, East Sussex

TN34 2JW

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**RACHEL SMITH**  
in the presence of:

DocuSigned by:  
*Rachel Smith*  
CD63E97D7B2A485...

signature  
of witness

DocuSigned by:  
*Ray Smith*  
0DF4CC03C1C442E...

name Ray Smith  
print name of witness

Address Ray Smith 3 Southby Close, Appleton, OX13 5LE

**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**RORY TURNER** in the presence of:

DocuSigned by:  
*Rory Turner*  
9367D43EFF4346E...

signature  
of witness

DocuSigned by:  
*Sophie Turner*  
9397088E580B4D6...

name Sophie Turner  
print name of witness

address Sophie Turner  
2 Georgette Apartments, 21 Courthouse Way, London, SW18 4PR

**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 III LP**  
acting by a director in the presence of:

signature \_\_\_\_\_ Director

print name \_\_\_\_\_

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 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

print name \_\_\_\_\_

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  
**RACHEL SMITH**  
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  
**RORY TURNER** in the presence of:

signature  
of witness \_\_\_\_\_

name \_\_\_\_\_  
print name of witness

address

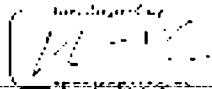
**Executed** as a **deed**, but not delivered until  
the first date specified on page 1, by  
**THOMAS HUNTER** in the presence of:

signature  
of witness \_\_\_\_\_

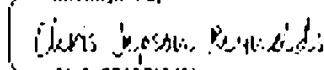
name \_\_\_\_\_  
print name of witness

address

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

signature  Director

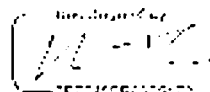
print name Kenneth Terry

signature  
of witness 

name Chris Jepson Reynolds  
print name of witness

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:



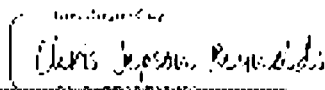
signature

Director

Kenneth Terry

print name

signature  
of witness



name

Chris Jepson Reynolds

print name of witness

address

1 Southampton Street  
London, WC2R 0LR





## 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 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.
- 2 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.
- 3 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.
- 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.