
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

QUANESCO TOPCO LIMITED

(Registered in England and Wales - No. 13412177)

("Company")

(Circulated on 2 May 2022) ("Circulation Date")

Pursuant to Chapter 2 Part 13 Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

- 1 **THAT** the directors of the Company are generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("**CA 2006**") and in substitution for any existing authority conferred on them the provisions of article 17.2 of the articles of association of the Company to exercise all the powers of the Company:
- 1.1 to allot shares in the Company; and/or
- 1.2 to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**")

up to an aggregate nominal amount of £42,000.00 for a period of five years from the date on which this resolution is passed save that in accordance with section 551(7) CA 2006 the Company may before the expiry of such period make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

If you agree to the above resolutions, please signify your agreement. Unless sufficient agreement has been received for the resolutions to pass by the date 28 days after the Circulation Date, they will lapse. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

I, the undersigned, being a member entitled to vote on the above resolutions on the Circulation Date, **IRREVOCABLY AGREE** to the above resolutions:



A83WXZ6P

A13

13/05/2022

#117

COMPANIES HOUSE

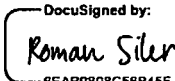
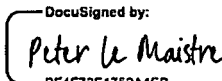
Company No. 13412177

Signature:

Name:

Duly authorised for and on behalf of **AP-ASG
GP1 LIMITED**

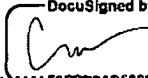
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Signature: <small>BEA898D8C58B45F...</small> <small>BF4673F1752A4EB...</small>
Name:Roman Siler.....Peter Le Maistre.....

Duly authorised for and on behalf of
**INTERTRUST EMPLOYEE BENEFIT
TRUSTEE LIMITED**

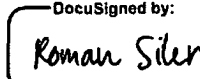
Date: 2 May 2022

Company No. 13412177

Signature:  DocuSigned by:
.....7A9887AB528045B.....
Name: Christopher Picotte
.....

Duly authorised for and on behalf of **AP-ASG
GP1 LIMITED**

Date: 2 May 2022

Signature:  DocuSigned by:
.....6EAB980BC58B45F.....
Name: Roman Siler
.....

Duly authorised for and on behalf of
**INTERTRUST EMPLOYEE BENEFIT
TRUSTEE LIMITED**

Date: 2 May 2022

Company No. 13412177

Notes:

- 1 You may choose to agree to **all** of the resolutions or **none** of them but **you cannot agree to some only** of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods:
 - 1.1 **By post:** by returning the signed copy by post to Quanesco Bidco Limited, Unit 8-9 Easter Park Benyon Road, Silchester, Reading, England, RG7 2PQ
 - 1.2 **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to mos@aksiomgroup.com. Please enter "Quanesco Bidco Limited – written resolutions" in the subject box of the e-mail.
 - 1.3 **By electronic signature platform:** by returning the signed copy via DocuSign in accordance with the signing instructions set out in the email generated by that platform.
- 2 If you do not agree to all of 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 sufficient agreement has been received for the resolutions to pass by the date falling 28 days after the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company on or before the date falling 28 days after the Circulation Date.
- 5 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 Company's register of members.
- 6 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.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

QUANESCO TOPCO LIMITED

(Passed on 2 May 2022)

The following resolutions was duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 2 May 2022 by members of the Company representing the required majority of total voting rights of eligible members as special resolutions:

SPECIAL RESOLUTIONS

- 1 **THAT** the directors of the Company are generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("**CA 2006**") and in substitution for any existing authority conferred on them the provisions of article 17.2 of the articles of association of the Company to exercise all the powers of the Company:

1.1 to allot shares in the Company; and/or

1.2 to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**")

up to an aggregate nominal amount of £42,000.00 for a period of five years from the date on which this resolution is passed save that in accordance with section 551(7) CA 2006 the Company may before the expiry of such period make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

DocuSigned by:



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Director