

Company number: 13501330

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

TOPHAM INVESTCO LIMITED
(the "Company")

12 December 2023 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 below is passed as an ordinary resolution; and
- resolution 2 and resolution 3 below are passed as special resolutions,

(the "Resolutions").

ORDINARY RESOLUTION

1. THAT in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot 7,330 A ordinary shares of £0.01 each, 4,312 B ordinary shares of £0.01 each and 1,152,610 preference shares of £0.000001 each in the capital of the Company having the rights and subject to the class restrictions set out in the New Articles to be adopted pursuant to resolution 3 below provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired. The authority is in addition to all subsisting authorities.

SPECIAL RESOLUTIONS

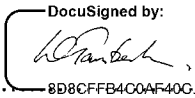
2. THAT subject to the passing of resolution 1 above, the directors be and are generally empowered to allot shares in the capital of the Company pursuant to the authority conferred by resolution 1 above, as if article 10.2 of the Company's articles of association did not apply to any such allotment.
3. THAT the articles of association contained in the document attached to this written resolution be approved and adopted as the new articles of association of the Company

(the "New Articles") in substitution for and to the entire exclusion of the existing articles of association.

AGREEMENT

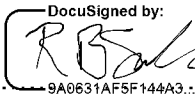
Please read the notes below before signifying your agreement to the Resolutions.

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed:  DocuSigned by: 8D8CFFB4C0AF40C...

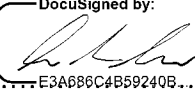
Name: Layton Tamberlin

Date: 13 December 2023

Signed:  DocuSigned by: 9A0631AF5F144A3...

Name: Richard Sanders

Date: 13 December 2023

Signed:  DocuSigned by: E3A686C4B59240B...

Name: Calum Cusiter

For and on behalf of Souter Kent Limited

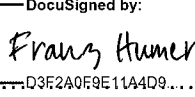
Date: 13 December 2023

Signed:

Name:

For and on behalf of Genki Group Limited

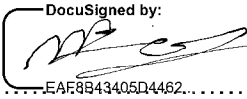
Date:

Signed:  DocuSigned by: D3F2A0F9E11A4D9...

Name: Franz Humer

Date: 13 December 2023

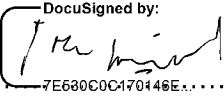
Signed:

DocuSigned by:

...EAF8B43405D4462...

Name: Malcolm Brinded

Date: .13 December. 2023.....

Signed:

DocuSigned by:

...7E680C0C470446E...

Name: James John McNeil

Date: .13 December. 2023.....

Signed:

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Name:

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For and on behalf of JTC Employer Solutions Trustee Limited

Date:

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Signed:

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Name:

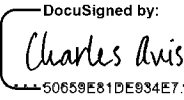
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For and on behalf of Amyn Hotels Limited

Date:

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Signed:

DocuSigned by:

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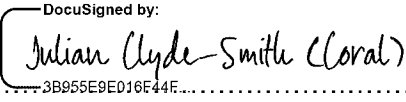
Name: charles avis

For and on behalf of Lawgate Properties Limited

Date:

.13 December. 2023.....

Signed:

DocuSigned by:

...3B955E9E016E44F...


Name: Julian Clyde-Smith

For and on behalf of Coral Bay Holdings Limited

Date:

.13 December. 2023.....

Signed:

DocuSigned by:

BC6FF5C8C0264341.....

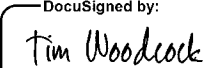
Name:

Zeina Bain

Date:

13 December 2023.....

Signed:

DocuSigned by:

6069164636AF4221.....

Name:

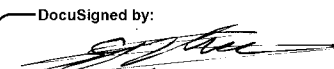
Timothy Woodcock
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For and on behalf of Lambda Consultancy Services Limited

Date:

13 December 2023.....

Signed:

DocuSigned by:

448AD90008A64641.....

Name:

Oliver Marshall

Date:

13 December 2023.....

Signed:

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Name:

Andrew Macfie

Date:

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Signed:

DocuSigned by:

E3A686C4B59240B.....

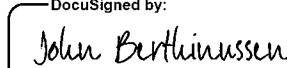
Name:

Calum Cusiter

Date:

13 December 2023.....

Signed:

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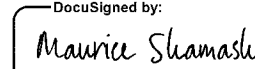
Name:

John Berthinussen

Date:

13 December 2023.....

Signed:

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4B07B93FBDE249E.....

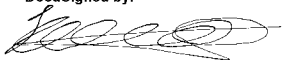
Name:

Maurice Shamash

Date:

13 December 2023.....

Signed:

DocuSigned by:

4G272D9DF0DA469.....

Name:

Scott Mackenzie

Date:

13 December 2023.....

NOTES

1. If you agree with 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:
 - (a) by hand: delivering the signed copy to the Company's registered address;
 - (b) by post: returning the signed copy by post to the Company's registered address;
 - (c) by email: by attaching a scanned copy of the signed document to the Company. Please enter "Written resolution" in the email subject box.
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 the day falling 28 days from the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before 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

Company number: 13501330

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

TOPHAM INVESTCO LIMITED
(the "Company")

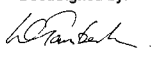
On 13 December 2023 the following ordinary resolution and special resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

ORDINARY RESOLUTION

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DocuSigned by:


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Director