

Company No. 13774457

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION of OPUS TOPCO
LIMITED (the "**Company**")

14 January 2022

The directors of the Company propose that the following written resolution (the "**Resolutions**") be passed as a special resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006.

SPECIAL RESOLUTIONS

1. THAT:

The ordinary shares of the Company, being 1 ordinary shares of nominal value £1, be subdivided into 100 A ordinary shares of £0.01 nominal value each.

2. THAT:

The share capital of the Company be increased from £1 divided into 100 A Ordinary Share of £0.01 nominal value each to £1,805,009 divided into:

- (i) 1,030,020 A Ordinary Shares of £0.01 each;
- (ii) 395,690 B Ordinary Shares of £0.01 each;
- (iii) 251,596 C Ordinary Shares of £0.01 each;
- (iv) 123,941,918 A Preference Shares of £0.01 each;
- (v) 47,613,196 B Preference Shares of £0.01 each;
- (vi) 7,250,000 Exit Return Shares of £0.01 each; and
- (vii) 18,500 Exit Ratchet Shares of £0.01 each

such shares being subject to the rights and restrictions contained in the articles of association adopted pursuant to resolution 3 below.

3. THAT:

The articles of association appended hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association.

ORDINARY RESOLUTION

4. THAT:

In accordance with section 551 of the 2006 Act, the Directors may offer, allot, issue, grant options of rights over up to:

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- (i) 1,029,920 A Ordinary Shares of £0.01 each;
- (ii) 395,690 B Ordinary Shares of £0.01 each;
- (iii) 251,596 C Ordinary Shares of £0.01 each;
- (iv) 123,941,918 A Preference Shares of £0.01 each;
- (v) 47,613,196 B Preference Shares of £0.01 each;
- (vi) 7,250,000 Exit Return Shares of £0.01 each; and
- (vii) 18,500 Exit Ratchet Shares of £0.01 each

provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or options or rights to be granted and the Directors may allot shares or grant options or rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

DocuSigned by:
Gaël Sausy

.....71C51C2512434EQ.....
duly authorised for and on behalf of Opus
Luxembourg Sarl

Dated: 15 January 2022

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Statement accompanying Written Resolutions

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 methods set out below.
2. This document must be sent to the Company using one of the following methods:
 - (a) by hand: by delivering the signed copy to Opus Topco Limited, 105 Wigmore Street Marylebone, London, United Kingdom, W1U 1QY;
 - (b) by post: by returning the signed copy to Opus Topco Limited, 105 Wigmore Street Marylebone, London, United Kingdom, W1U 1QY; or
 - (c) by email: by attaching a scanned copy of the signed document to an email and sending it to ben.johnson@vitruvianpartners.com. Please type "Written resolution of Opus Topco Limited" in the subject box. Please return the original signed copy to the company by post or by hand in due course.
3. Once you have signified your agreement to the Resolutions, that agreement may not be revoked.
4. If you do not agree to the Resolutions, you do not need to do anything in relation to this document. You will not be deemed to agree to the Resolutions if the Company does not receive a signed copy of this document from you.
5. The Resolutions will lapse if they are not passed by 30 January 2020 ("lapse date"). Your agreement to the Resolutions will be ineffective if signified after the lapse date, so please ensure that your agreement reaches the Company on or before that date.
6. 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.
7. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority to the Company together with this document.