

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

30 March 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company have proposed that the following resolution is passed by the members and that resolutions 1 is passed as a special resolution and resolutions 2, 3 and 4 are passed as ordinary resolutions (together the "**Resolutions**" and each a "**Resolution**").

SPECIAL RESOLUTION

1. THAT the amount standing to the credit of the Company's share premium account be reduced by £1,019,620.80 being a reduction of the share premium paid in respect of each of the 1,029,920 A ordinary shares of £0.01 each in the share capital of the Company from £0.99 to nil.

ORDINARY RESOLUTIONS

2. THAT, for the purposes of Section 694 of the Companies Act 2006 (as amended), the Company be and is authorised to acquire 1,677 C ordinary shares of £0.01 each in the share capital of the Company ("**C Shares**") (the "**SB Shares**") from Sarah Durbin ("**SB**") in accordance with the terms of a buyback agreement (a copy of which is attached to these Resolutions at Appendix 1) (the "**SB Buyback Agreement**") entered into between the Company and SB for aggregate consideration of £1,677, and that upon acquisition of the SB Shares, the SB Shares shall be immediately cancelled.
3. THAT, for the purposes of Section 694 of the Companies Act 2006 (as amended), the Company be and is authorised to acquire 839 C Shares (the "**DH Shares**") from David Hill ("**DH**") in accordance with the terms of a buyback agreement (a copy of which is attached to these Resolutions at Appendix 2) (the "**DH Buyback Agreement**") entered into between the Company and DH and for aggregate consideration of £839, and that upon acquisition of the DH Shares, the DH Shares shall be immediately cancelled.
4. THAT, for the purposes of Section 694 of the Companies Act 2006 (as amended), the Company be and is authorised to acquire 8,385 C Shares (the "**AS Shares**") from Andrew Shelton ("**AS**") in accordance with the terms of a buyback agreement (a copy of which is attached to these Resolutions at Appendix 3) (the "**AS Buyback Agreement**") entered into between the

Company and AS and for aggregate consideration of £8,385, and that upon acquisition of the AS Shares, the AS Shares shall be immediately cancelled.

The undersigned, being the members of the Company entitled to vote on the Resolutions as at the Circulation Date, irrevocably agree to the Resolution but, in respect of: (i) Sarah Durbin, approval is given for the purposes of Resolutions 1, 3 and 4 only; (ii) David Hill, approval is given for the purposes of Resolutions 1, 2 and 4 only; and (iii) Andrew Shelton, approval is given for the purposes of Resolutions 1, 2 and 3 only.



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by Gaël Sausy, duly authorised
for and on behalf of **Opus**
Luxembourg S.A R.L

Dated:..... 30 March2023

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Celer Investments Limited

Dated:.....2023

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Andrew Shelton

Dated:.....2023

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Jack Reynolds

Dated:.....2023

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James Preece

Dated:.....2023

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Kieran Hufford


Dated:.....2023

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Sarah Durbin

Dated:.....2023

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by Gaël Sausy, duly authorised
for and on behalf of Opus
Luxembourg S.A R.L

Dated:.....2023

DocuSigned by:

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Celer Investments Limited

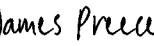
25 April
Dated:.....2023

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Andrew Shelton

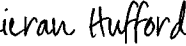
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Jack Reynolds

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James Preece

25 April
Dated:.....2023

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Kieran Hufford

25 April
Dated:.....2023

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Sarah Durbin

Dated:.....2023

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Charlotte Kao

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Dariusz Pawlak

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David Hill

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Jonathan Douglas

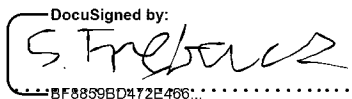
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Mario Berrio

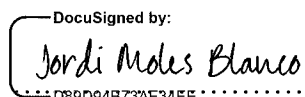
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Tom Thurlby

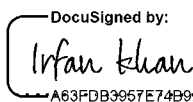
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Viktor Janvari

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Sebastian Trebacz

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Petr Urban

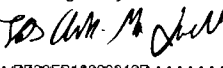
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Jordi Moles

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Mark Savory

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Irfan Khan

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Vitor Castro-Gomes

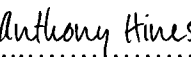
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John Clark-Maxwell

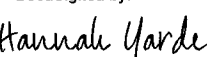
dated: 25 April.....2023

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Chris Gent

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Anthony Hines

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Hannah Yarde

Dated: 25 April.....2023

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James Bilefield

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Jan Novak

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Alex Woodbridge

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Angus Elphinstone

Dated: 25 April.....2023

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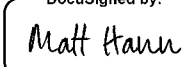
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Eleas Sanbar

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Matt Hann

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Eleas Sanbar

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Omar Iqbal

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Marc Clifton

Dated: 25 April.....2023

APPENDIX 1
SB BUYBACK AGREEMENT

APPENDIX 2
DH BUYBACK AGREEMENT

APPENDIX 3
AS BUYBACK AGREEMENT

Statement accompanying Written Resolution

1. If you agree with the Resolution, 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 at The Triangle, 5-17 Hammersmith Grove, London, England, W6 0LG;
 - (b) by post: by returning the signed copy to Opus Topco Limited at The Triangle, 5-17 Hammersmith Grove, London, England, W6 0LG;
 - (c) by email by attaching a scanned copy of the signed document to an email and sending it to jbeattie@mayerbrown.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; or
 - (d) by returning the signed copy via DocuSign in accordance with the instructions provided.
3. Once you have signified your agreement to the Resolution, that agreement may not be revoked.
4. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree to the Resolution if you fail to reply.
5. Unless by (and including) the day falling 28 days after the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse.
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.