

Company number 13956281

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**Dialogue Holdco Limited (Company)**

Circulation Date: 08 June 2023

Under Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose the following resolution is passed as a special resolution (the **Resolution**):

**SPECIAL RESOLUTION**

**THAT**, in accordance with articles 6.2, 6.3 and 6.5 of the Company's articles of association (**Articles**), the directors of the Company be empowered and authorised to allot and issue 1,157 A ordinary shares of £0.0001 each and 1,400 B ordinary shares of £0.0001 each in the capital of the Company pursuant to the authority conferred by article 6.2 of the Articles as if the pre-emption rights contained in articles 6.5 and 6.6 of the Articles did not apply to such allotment and issue. This authority shall, unless renewed, varied or revoked by the Company, expire on such date as shall be one year following the Circulation Date.

**AGREEMENT TO THE RESOLUTION**

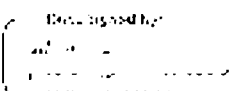
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being all of the persons entitled to vote on the above Resolution on the date of circulation of them by the Company, irrevocably votes in favour of them.

**Philip Emmerson**

**For and on behalf of**

**Rcapital Nominees Limited**

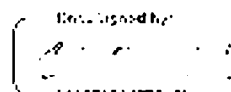
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.....

Signature

08 June 2023

Date

**Zoë Francis-Cox**

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.....

Signature

08 June 2023

Date

## NOTES

1. If you agree to 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 following delivery methods:

**By hand:** delivering the signed copy to the Company's registered office.

**Post:** returning the signed copy by post to the Company's registered office.

**E-mail:** by attaching a scanned copy of the signed document to an email and sending it to the directors of the Company.

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. 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.

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.