

Company Number: 13986629

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

of

HAMSARD 3669 LIMITED (the "Company")

18 June 2022 (the "Circulation Date")

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to all of the following resolutions (the "Resolutions"), which are proposed by the directors of the Company (the "Directors") to be passed as ordinary and special resolutions (as indicated below) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "CA 2006").

ORDINARY RESOLUTIONS

- 1 THAT the 1 ordinary share of £1.00 comprising the entire issued share capital of the Company be sub-divided into 100 shares of £0.01 each in the capital of the Company and subject to the passing of Resolution 2, re-designated as A ordinary shares having the rights set out in the New Articles (as defined in Resolution 5 below).
- 2 THAT notwithstanding anything to the contrary in the articles of association of the Company (the "Current Articles"), the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the CA 2006 to allot, in substitution for all existing authorities, relevant securities with a nominal value of up to £944,807.20 provided that this authority shall expire (unless previously revoked, varied or renewed) on the fifth anniversary of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.
- 3 THAT the situational or other conflicts of interest of the Directors detailed in the table below are hereby authorised and any action by any of them which would or might otherwise be or have been an infringement of a Director's duty under section 175 of the CA 2006 by virtue of the nature of each situational conflict of interest detailed in the table below be and are hereby authorised:

Name	Nature and Extent of Interest in Proposed Transaction or Arrangement
Mark Keeley	A Director of the Company, Hamsard 3670 Limited ("Midco"), Hamsard 3671 Limited ("Bidco") and an employee of ECI Partners LLP ("ECI") manager of the funds who are subscribing for shares in the capital of the Company and loan notes of Midco.

Rob Davies	A director of the Company, Midco and Bidco, and subscribing for shares in the capital of the Company.
Julian Llewellyn	A director of the Company, Midco and Bidco, and subscribing for shares in the capital of the Company.
Matthew Lovell	A director of the Company, Midco and Bidco, and subscribing for shares in the capital of the Company.

- 4 THAT the Directors are hereby authorised in accordance with section 175(5)(a) of the CA 2006 to ratify matters relating to a Director which would otherwise have been or be an infringement of a Director's duty under section 175 of the CA 2006 in such manner as they reasonably see fit.

#### SPECIAL RESOLUTIONS

- 5 THAT the articles of association in the form attached to these Resolutions (the "New Articles") be adopted as the articles of association of the Company in place of the current articles of association of the Company.

#### AGREEMENT

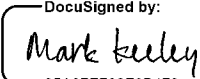
Please read the notes at the end of this document before signifying your agreement to the Resolutions set out above.

The undersigned, each a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions set out above:

Shareholder Name

Signature & Date

ECI 11 LP acting by its manager ECI Management Limited acting by its authorised signatory

DocuSigned by:  
  
 .....95A07E703F6B479.....

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 Millie Woodruff C/O Squire Patton Boggs (UK) LLP, 1 Hardman Square, No.1 Spinningfields, Manchester, M3 3EB;
  - (b) Post: returning the signed copy by post to Millie Woodruff C/O Squire Patton Boggs (UK) LLP, 1 Hardman Square, No.1 Spinningfields, Manchester, M3 3EB; or
  - (c) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [millie.woodruff@squirepb.com](mailto:millie.woodruff@squirepb.com). Please enter "Project Liberia - Written Resolutions 2022" in the e-mail subject box.
- 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, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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 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.