

Company no. 14032676

The Companies Act 2006
Private company limited by shares
Written resolution
of
Venta JV-Co Limited (the "Company")

20 May 2022
_____ 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the "Company") propose that the members of the Company pass the three resolutions below as (the "Resolutions").

Ordinary Resolution:

1. That, the ordinary share of £1 in the capital of the Company whether issued or unissued be and is redesignated as an A ordinary share of £1 in the capital of the Company.

Special Resolution:

2. That, pursuant to section 21(1) of the Companies Act 2006, the draft articles of association attached to this resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

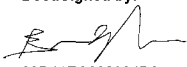
Ordinary Resolution:

3. That, the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate amount of 899,999 A shares with a nominal value of £1 each (in the aggregate nominal amount of £899,999) and 100,000 B shares with a nominal value of £1 each (in the aggregate nominal amount of £100,000). This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.


Important:

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably agree to the Resolutions.

DocuSigned by:

28D41EC622384D8...
.....
Manager

EVP II Venta HoldCo S.à r.l.
acting by two managers

DocuSigned by:

AAB5A885B7314FA.....
Manager

20 May 2022
Date:

Notes

1. If you agree to each 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 methods:
 - By hand (by delivering the signed copy to the registered office of the Company marked "For the attention of the Company Directors").
 - By post (by returning the signed copy to the registered office of the Company marked "For the attention of the Company Directors").
 - By email (by attaching a scanned copy of the signed document to an email and sending it to chiara.best@osborneclarke.com). Please enter "Written resolutions circulated on [circulation date]" in the email subject box.
2. The Resolutions will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.