

ABACUS BIDCO LIMITED

(Company No. 14259667)

(the "Company")

WRITTEN RESOLUTIONS of the Company.

Date: 31 August 2022 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that resolutions #1-#3 below are passed as ordinary resolutions and resolution #4 below is passed as a special resolution (together the "**Resolutions**").

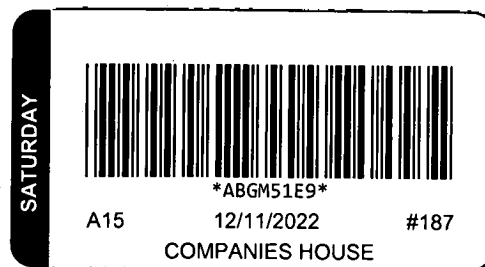
ORDINARY RESOLUTIONS

1. **THAT** the Company shall create the following new classes of shares in the capital of the Company:
 - (a) A ordinary shares of a nominal value of GBP £1.00 each (the "**A Ordinary Shares**"); and
 - (b) B ordinary shares of a nominal value of GBP £1.00 each (the "**B Ordinary Shares**"),in each case with the rights and restrictions specified in the new articles of association of the Company to be adopted in accordance with resolution 4;
2. **THAT** the one issued ordinary share of £1.00 in the capital of the Company be and is hereby re-designated as a B ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles; and
3. **THAT**, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £120,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years from the date of resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006

SPECIAL RESOLUTIONS

4. **THAT** the draft regulations attached to these Resolutions (the "**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes accompanying this document before you signify your agreement to the Resolutions.



The undersigned being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:

for and on behalf of

Date:

DocuSigned by:

Peter Kavanagh

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The Leaders Romans Bidco Limited

1 September 2022

[Abacus – ABL Shareholder Resolutions]

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 as indicated and returning it to the Company using one of the following methods:

- By hand or by post: signed copy to be delivered/sent to Antonina Semyachkova of Latham & Watkins (London) LLP, 99 Bishopsgate, London EC2M 3XF; or
- By e-mail: scanned copy of the signed document to be attached to an email and sent to antonina.semyachkova@lw.com.

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.

2. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date that is 28 days from the Circulation Date for the Resolutions to pass then the Resolutions will lapse.
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.