

**Company No. 14303870**

**The Companies Act 2006**

**Private Company Limited by Shares**

**Written Resolutions**

**of**

**Project Numbers Topco Limited (the "Company")**

2 November 2022

(the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") propose that:

- resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- resolutions 2, 3 and 4 below are passed as special resolutions (the "**Special Resolutions**").

**Ordinary Resolution:**

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot 29,759,453 A Ordinary Shares of £0.01 each in the capital of the Company, 11,490,557 B Ordinary Shares of £0.01 each in the capital of the Company, 2,500,000 C1 Ordinary Shares of £0.01 each in the capital of the Company and 500,000 C2 Ordinary Shares of £0.01 each in the capital of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this 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 addition to all previous authorities conferred on the Directors.

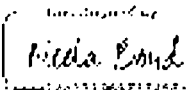
**Special Resolutions:**

2. **THAT** the 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.
3. **THAT** the directors of the Company be and they are empowered for the purposes of Section 569 of the Act to allot, or to grant any right to subscribe for equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by resolution 1, as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities as set out in resolution 1.
4. **THAT** the issued 1 ordinary share of £0.01 in the capital of the Company be and it is re-designated into 1 A ordinary share of £0.01 in the capital of the Company.

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions.**

The undersigned, being a person entitled to vote on the Ordinary Resolution and the Special Resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and Special Resolutions.

Signed:  .....

Name: **Apiary Capital Partners LP** acting by its nominee Apiary Capital Partners I GP LLP acting by a member.

Date: 2 November 2022 .....

## Notes

1. You can choose to agree to the Ordinary Resolution and the Special Resolutions or none of them but you cannot agree to only some of them. 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:
  - By hand (by delivering the signed copy to Osborne Clarke LLP, One London Wall, London EC2Y 5EB marked for the attention of Matt Mayes).
  - By post (by delivering the signed copy to Osborne Clarke LLP, One London Wall, London EC2Y 5EB marked for the attention of Matt Mayes).
  - By email (by attaching a scanned copy of the signed document to an email and sending it to Matt.Mayes@osborneclarke.com). Please enter "Project Numbers – Topco Written Resolutions (Completion) Circulated 2 November 2022" in the email subject box.

**Please note that return of this document will not be accepted by fax.**

2. **The Ordinary Resolution and the Special Resolutions will lapse if sufficient votes in favour of them 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 any of the Ordinary Resolution or the Special 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 all of the resolutions.
3. Once you have signified your agreement to the Ordinary Resolution and the Special Resolutions, such agreement cannot be revoked.
4. 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.