Company No. 14303870

# The Companies Act 2006 Private Company Limited by Shares Written Resolutions

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Project Numbers Topco Limited (Company)

03 October 2023 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company (Directors) propose that resolution 1 below is passed as an ordinary resolution of the Company and resolutions 2, 3 and 4 below are passed as special resolutions (Resolutions):

#### ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into C2 ordinary shares of £0.01 each in the Company (Rights) up to an aggregate nominal amount of £15,000.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, save that the Company may before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

### SPECIAL RESOLUTIONS

- 2. THAT the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 as if the provisions of article 7.2 to 7.6 (inclusive) of the Company's articles of association did not apply to any such allotment.
- 3. THAT the provisions of article 12 of the Company's articles of association shall not apply to the proposed transfer of 125,000 A ordinary shares of £0.01 each in the capital of the Company from Apiary Capital Partners I Investment GP LLP in its capacity as general partner of Apiary Capital Partners I Investment LP to Kevan Leggett.
- 4. THAT the 125,000 A ordinary shares of £0.01 each in the capital of the Company proposed to be acquired by Kevan Leggett on or around the date of this resolution be and are hereby redesignated upon such acquisition as 125,000 B ordinary shares of £0.01 each in the capital of the Company.

## **AGREEMENT**

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of Apiary Capital Partners I Investment GP LLP, in its capacity as general partner of Apiary Capital Partners I Investment LP	DocuSigned by:  4577E4344B764AB
Date	03. October 2023
Signed by Peter O'Connell	
Date	
Signed by Sarah Gardener, acting by her attorney Peter O'Connell	
Date	
Signed by Stephen Neal	
Date	
Signed by Hayley Simmons	
Date	

## AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Partners I Investment GP LLP, in its capacity as general partner of Apiary Capital Partners I Investment LP	
Date	
Signed by Peter O'Connell	Docusigned by:  Peter O'Connull  F2A4D3C6CB80417
Date	03.October.2023
Signed by Sarah Gardener, acting by her attorney Peter O'Connell	Pocusigned by:  futur O'Connull
Date	03 October 2023
Signed by Stephen Neal	Stephen Mal 5245000D664C421
Date	03.October.2023
Signed by Hayley Simmons	
Date	

#### **NOTES**

- 1. If you agree to the Resolutions, please indicate your agreement by signing 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 Project Numbers Topco Limited, c/o Apiary Capital LLP, 6 Warwick Street, London W1B 5LX.
  - Post: returning the signed copy by post to Project Numbers Topco Limited, c/o Apiary Capital LLP, 6 Warwick Street, London W1B 5LX.
  - Email: by attaching a scanned copy of the signed document to an email and sending it to john.allen@wablegal.com.
  - Using an electronic signature service (eg DocuSign): by arranging for confirmation that this document has been signed electronically to be sent to john.allen@wablegal.com.
- 2. If you do not agree to 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 within 28 days of the Circulation Date, sufficient agreement is 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. 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.