

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ALLIANCE HOLDCO 1 LTD (the "Company")

Circulation Date: 31 January 2023

We, the undersigned, being the members of the Company who (at the date of circulation of these resolutions) are entitled to vote on these resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 (the "**Act**") to the passing of the following resolutions (the "**Resolutions**"):

As special resolutions:

1. **THAT**, subject to the passing of the ordinary resolution below, in accordance with section 570 of the Act, the directors shall be generally authorised to issue and allot the shares set out below pursuant to the authority conferred by the ordinary resolution below, as if any restrictions as to pre-emption (including section 561(1) of the Act) did not apply to such allotment.

As an ordinary resolution:

2. **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot up to €63,999,999 comprising 63,999,999 Ordinary Shares of €1.00 each, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five (5) years from the date of these resolutions.