

Company number: 15206627

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**WRITTEN RESOLUTIONS**  
**of**  
**KELVIN MIDCO 1 LIMITED**  
**(the "Company")**  
**A PRIVATE COMPANY LIMITED BY SHARES**

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**CIRCULATION DATE: 29 NOVEMBER 2023**

**PREAMBLE:**

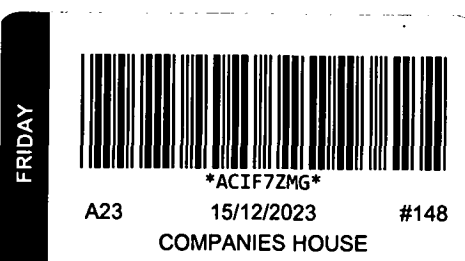
The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that Resolution 1 is passed as an ordinary resolution and Resolution 2 and Resolution 3 are passed as a special resolutions (Resolution 1, Resolution 2 and Resolution 3 together, the "**Resolutions**"), pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), and that the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**ORDINARY RESOLUTION:**

1. **THAT** the sole ordinary share in the capital of the Company be and is hereby redenominated from GBP to USD such that the nominal value of the sole ordinary share shall be changed from GBP 1.00 to USD 1.26525, being the result of multiplying such nominal value by the spot rate of exchange as of 28 November 2023 of GBP 1.00 to USD 1.26525 (being the most recent available spot rate published on that date by OANDA) (the "**Redenomination**").

**SPECIAL RESOLUTIONS:**

2. **THAT**, conditional upon the Redenomination in Resolution 1 above becoming effective, pursuant to section 626 of the Act, the share capital of the Company be reduced by USD 0.00525 from USD 1.26525 comprising a sole ordinary share of USD 1.26525 to USD 1.26 comprising a sole ordinary share of USD 1.26, by reducing the nominal value of the Company's sole ordinary share from USD 1.26525 to USD 1.26 (the "**Reduction of Capital**").
3. **THAT**, pursuant to section 628 of the Act, the amount arising upon the Reduction of Capital pursuant to Resolution 2 above (*i.e.* USD 0.00525) be credited to the redenomination reserve of the Company.



**AGREEMENT**

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of these written resolutions, agree that the Resolutions be so passed.

Signed )  
for and on behalf of )  
**KELVIN TOPCO LIMITED** )

DocuSigned by:  
*Marc Santigosa I Pinilla*  
A3544D4432DE42B...  
Name: Marc Santigosa  
Title: Director

Date: 01-12-2023 | 11:19 GMT