

No. NI669049

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
ACORN HOLDCO II LIMITED

21 December 2020 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of Acorn Holdco II Limited (the "**Company**") propose that the following resolution (the "**Resolution**") be passed as a special resolution.

SPECIAL RESOLUTION

That the articles of association in the form annexed to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of all existing articles of association of the Company.

AGREEMENT

Please read the notes below before signifying your agreement to the Resolution.

I, the undersigned, being the sole member of the Company entitled to vote on the Resolution, hereby agree to the Resolution.

Signed by **ACORN HOLDCO LTD**

Carol Henry
.....

Dated: 21 December 2020

4149-8804-9194.2



NOTES

1. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) by delivering the signed copy personally or sending it by post to Orrick, Herrington & Sutcliffe (UK) LLP at 107 Cheapside, London EC2V 6DN marked for the attention of Sejal Patel; or
 - (b) by sending a scanned copy of the signed document by email to spatel@orrick.com.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. If you do not agree to the Resolution, you need not take any action; you will not be deemed to agree to the Resolution if you do not reply.
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.