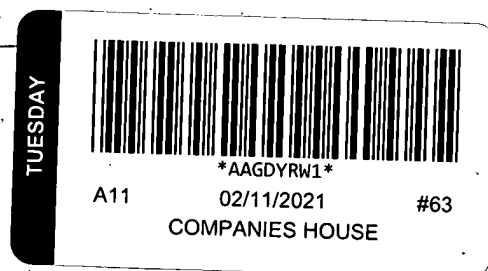


Company Number: 00793577

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS  
OF  
PENTLAND GROUP LIMITED  
(the "Company")**



Circulated on 29 September 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") and the articles of association of the Company (the "Articles"), the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the "Resolution") and as a class consent of the Company:

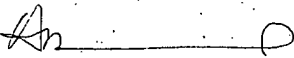
**SPECIAL RESOLUTION / CLASS CONSENT**

"THAT, on the date of this Resolution, pursuant to section 630 of the Act, the member of the Company, representing more than 75% in nominal value of the issued preference shares in the Company and representing more than 75% in nominal value of the issued ordinary shares, consents that the rights attaching to the redeemable preference shares issued by the Company be redenominated into ordinary shares as follows the entire issue of USD\$68,413,614 comprising 68,413,614 redeemable preference shares of USD\$1 each in the capital of the Company be redenominated into GBPE comprising 68,413,614 ordinary shares of GBP £0.73 each using a published spot rate of 1 USD\$ = 0.73 GBP.

**AGREEMENT**

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

We, the undersigned, being the members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

  
.....  
for and on behalf of  
**PENTLAND UK HOLDINGS**  
Dated: 29 September 2021  
**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

2. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.