

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
INNOVISE LIMITED
(the “Company”)

We, the undersigned, being the sole member of the Company who (at the date of circulation of these resolutions) would be entitled to vote on these resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolution by way of written resolution:

IT IS RESOLVED THAT the Articles of Association of the Company be and are hereby amended to insert the following new article numbered 50A in the form set out below, with immediate effect from (and including) the date of the resolution.

50A.1 Notwithstanding anything contained in these articles or otherwise:

- (a) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and
- (b) the directors shall not refuse to register, nor suspend registration of,
any transfer of shares where such transfer is:
 - (i) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a “Secured Institution”), or to any nominee of such a Secured Institution;
 - (ii) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
 - (iii) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
 - (iv) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.

50A.2 Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this article.

50A.3 A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.

50A.4 A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this article, shall be conclusive evidence of such fact.


50A.5 For the purposes of this article, “person” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.

AGREEMENT:

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

[signature page follows]

The undersigned, a person entitled to vote on the above resolutions on November 8 2021 hereby irrevocably agrees to the special resolutions set out above.


Jana Hey (Nov 8, 2021 11:54 EST)

For and on behalf of Team Bidco Limited

DATED: November 8 2021

NOTES:

- (1) You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Latham & Watkins LLP acting on behalf of the Company by using one of the following methods:

By Hand: delivering the signed copy to Fei Chen, Latham & Watkins LLP, 99 Bishopsgate, London EC2M 3XF

Post: returning the signed copy by post to Fei Chen, Latham & Watkins LLP, 99 Bishopsgate, London EC2M 3XF

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to fei.chen@lw.com.

If you do not agree to all of the resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply.

- (2) Once you have indicated your agreement to the resolutions you may not revoke your agreement.
- (3) Where insufficient agreement has been received for the resolutions to pass within 30 days from the date of circulation, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.