

Company number: 06293305

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CREATIVE BENEFIT SOLUTIONS LIMITED

(the "Company")

Circulation Date: 13 April 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 be passed as a special resolution and resolution 2 be passed as an ordinary resolution (the "Resolutions").

IT IS RESOLVED:

SPECIAL RESOLUTION

1. THAT, the regulations contained in the document attached hereto, and initialled by a director of the Company for identification, are hereby approved and adopted as the articles of association of the Company ("New Articles") and in substitution for and to the exclusion of all existing articles of association of the Company.

ORDINARY RESOLUTION

2. THAT, subject to the adoption of the New Articles proposed above, the 150,331 C ordinary shares of £0.01 each of the Company be re-classified as 150,331 ordinary shares of £0.01 each in the capital of the Company, having such rights and being subject to the rights and restrictions set out in the New Articles.

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 entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by CUSHON MT LIMITED

as attorney for DOUGLAS JOHNSTONE
pursuant to a power of attorney in a share
purchase agreement dated 14 January
2022

Date:

13 April 2022

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Signed by CUSHON MT LIMITED

as attorney for PAUL JOHNATHAN DOBLE
pursuant to a power of attorney in a share
purchase agreement dated 14 January
2022

Date:

13 April 2022

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Signed by CUSHON MT LIMITED

as attorney for ANDREW PAUL MCCARTHY
pursuant to a power of attorney in a share
purchase agreement dated 14 January
2022

Date:

13 April 2022

DocuSigned by:
Troy Clutterbuck
E8418DA51AC6488...

Signed by CUSHON MT LIMITED

as attorney for SALLY ANNE WEBBER
pursuant to a power of attorney in a share
purchase agreement dated 14 January
2022

Date:

13 April 2022

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

Signed by CUSHON MT LIMITED

as attorney for STEPHEN JOHNSTONE
pursuant to a power of attorney in a share
purchase agreement dated 14 January
2022

Date:

13 April 2022

DocuSigned by:
Troy Clutterbuck
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Signed by CUSHON MT LIMITED

as attorney for NEIL MARTIN GOUGH
pursuant to a power of attorney in a share
purchase agreement dated 14 January
2022

Date:

DocuSigned by:
Troy Clutterbuck
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13 April 2022

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Signed by CUSHON MT LIMITED

as attorney for DAVID WHITE pursuant to a
power of attorney in a share purchase
agreement dated 14 January
2022

Date:

DocuSigned by:
Troy Clutterbuck
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13 April 2022

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Signed by CUSHON MT LIMITED

as attorney for ROWANMOOR TRUSTEES
LIMITED in its capacity as trustee of the
pension trust known as ROWANMOOR
PENSIONS SIPP SCHEME RE BRIDGER
M0004944 pursuant to a power of attorney in a
share purchase agreement dated 14 January
2022

Date:

DocuSigned by:
Troy Clutterbuck
E3118CA51AC6488...

13 April 2022

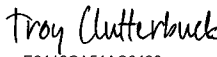
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Signed by CUSHON MT LIMITED

as attorney for ROWANMOOR TRUSTEES LIMITED in its capacity as trustee of the pension trust known as ROWANMOOR PENSIONS SIPP SCHEME RE JOHNSTONE M0004950 pursuant to a power of attorney in a share purchase agreement dated 14 January 2022

Date:

13 April 2022


DocuSigned by:

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Signed by CUSHON MT LIMITED

as attorney for ROWANMOOR TRUSTEES LIMITED in its capacity as trustee of the pension trust known as ROWANMOOR PENSIONS SIPP SCHEME RE YOUNG M0004952 pursuant to a power of attorney in a share purchase agreement dated 14 January 2022

Date:

13 April 2022


DocuSigned by:

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Signed by CUSHON MT LIMITED

as attorney for ROWANMOOR TRUSTEES LIMITED in its capacity as trustee of the pension trust known as ROWANMOOR PENSIONS SIPP SCHEME RE MCCARTHY M0004945 pursuant to a power of attorney in a share purchase agreement dated 14 January 2022

Date:

13 April 2022


DocuSigned by:

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Signed by CUSHON MT LIMITED

as attorney for CRAIG HARRISON pursuant to a power of attorney in a share purchase agreement dated 14 January 2022

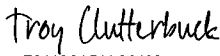
Date:

13 April 2022

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Signed by CUSHON MT LIMITED

as attorney for CHAMBERS TOWNSEND HOLDINGS LIMITED pursuant to a power of attorney in a share purchase agreement dated 14 January 2022


DocuSigned by:

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Date:

13 April 2022

Signed by CUSHON MT LIMITED

as attorney for D W JOHNSTONE (2014) LIMITED pursuant to a power of attorney in a share purchase agreement dated 14 January 2022


DocuSigned by:

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Date:

13 April 2022

Signed by CUSHON MT LIMITED

as attorney for EMBARK TRUSTEES LIMITED (AS TRUSTEES FOR MICHAELA BRIDGER B1058637) pursuant to a power of attorney in a share purchase agreement dated 14 January 2022

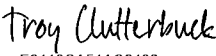
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Date:

13 April 2022

Signed by CUSHON MT LIMITED

as attorney for NIGEL CHAMBERS pursuant to power of attorney in a share purchase agreement dated 14 January 2022

DocuSigned by:

E3118CA51AC6488...


Date:

13 April 2022

Signed by CUSHON MT LIMITED

as attorney for DANIEL BRIDGER pursuant to
a power of attorney in a share purchase
agreement dated 14 January
2022


Date:

DocuSigned by:

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Signed by CUSHON MT LIMITED

as attorney for DAVID HUDSON pursuant to
a power of attorney in a share purchase
agreement dated 14 January
2022

Date:


DocuSigned by:

E3118CA51AC6488...

13 April 2022

Signed by CUSHON MT LIMITED

as attorney for CHARLIE STAGG pursuant to
a power of attorney in a share purchase
agreement dated 14 January
2022

Date:


DocuSigned by:

E3118CA51AC6488...

13 April 2022

Signed by CUSHON MT LIMITED

as attorney for PETER HOWEY pursuant to
a power of attorney in a share purchase
agreement dated 14 January
2022

Date:

DocuSigned by:

E3118CA51AC6488...

13 April 2022

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree with the Resolutions, please indicate 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 hand: delivering the signed copy to c/o Mona Mojtabavi, Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman square, Manchester M3 3EB.
 - (b) By email: emailing the signed copy to c/o Mona Mojtabavi at mona.mojtabavi@squirepb.com with the email headed "Project Crimson – Written Resolutions".
 - (c) By post: returning the signed copy by post c/o Mona Mojtabavi, Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman square, Manchester M3 3EB.

If you do not agree to 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 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 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.