

Company number 11508814

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TDKP MIDCO LIMITED ("Company")

30 November 2023 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that the following resolutions, such resolutions to have effect as ordinary or special resolutions, as indicated, be approved by the members of the Company ("Resolutions") by way of a written resolution.

SPECIAL RESOLUTION

- 1 THAT the draft articles of association in the form attached to these Resolutions be adopted as the new articles of association of the Company in place of and to the exclusion of all other articles of association.

ORDINARY RESOLUTION

- 2 THAT, subject to passing of Resolution 1 above, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot Preference shares of £0.01 each in the Company up to an aggregate nominal amount of £1,280,965.43 provided that this authority shall, unless renewed, varied or revoked by the Company, expire by 31 December 2023.

AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of TDKP
TOPCO LIMITED

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Director

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 the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
 - (a) By Hand: delivering the signed copy to GP7/HAM.692-0004 c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester M3 3EB, England;
 - (b) Post: returning the signed copy by post to GP7/HAM.692-0004 c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester M3 3EB, England; or
 - (c) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [REDACTED]; or
 - (d) DocuSign: by signing where indicated on the DocuSign envelope.

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 the date being 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, 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.