

Company number: 11734368

**SPECIAL RESOLUTION**  
**of**  
**ZZOOMM GROUP LIMITED**  
**(the "Company")**

**Passed on: 16 March 2023**

On 16 March 2023, the following written resolution of the shareholders of the Company was passed as a special resolution:-

**SPECIAL RESOLUTION**

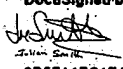
**THAT:-**

- (a) article 75.2 of the Company's articles of association (the "Articles") be deleted and replaced with the following:-

"75.2 Any Manager holding MIP Shares acknowledges that the common objective of the MIP Shares is to ensure that the Managers holding them are incentivised to grow the equity value of the Group at all times up to and including the time of an Exit, but only if they are in active engagement by the Group and are therefore able to contribute, by virtue of their engagement, towards such growth in equity value. Therefore, the ownership and benefits of the MIP Shares held by the Manager or their Permitted Transferees are (unless otherwise determined by the Board, in its absolute discretion) conditional upon such Manager's engagement, appointment or employment by the Group and the remainder of this Article 75 is considered by all Shareholders to be a proportionate means by which to protect the legitimate interest of the remaining Shareholders in preserving such common objective."

- (b) the following words be added at the end of article 75.3 of the Articles:-

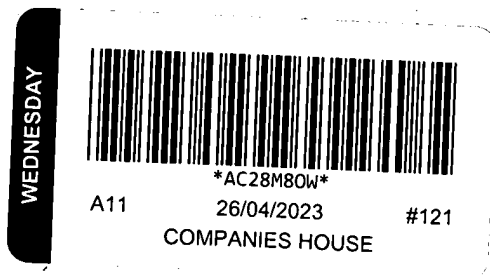
", except that no such direction shall be given by the Board to the Company if the Manager's employment by the Group ceases as a result of redundancy and the Manager has not been offered alternative employment with the Group which, in the reasonable opinion of the Board, is at least similar in terms of type of work, remuneration and location."

DocuSigned by:  
  
9D5FA1EC1E4B4AC...

J Smith

April 24, 2023 | 11:34 AM BST

.....  
**Director**

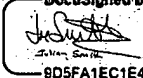


**Company number: 11734368**

**WRITTEN CONSENT OF HOLDERS OF MIP SHARES**  
**in**  
**ZZOOMM GROUP LIMITED**  
**(the "Company")**  
**to**  
**VARIATIONS ETC. OF CLASS RIGHTS**

**Dated: 17 March 2023**

On 17 March 2023, the holders of at least 75% in nominal value of the issued MIP shares of £0.01 each in the capital of the Company ("MIP Shares"), irrevocably consented to and sanctioned the passing of the resolution (to amend article 75 of the Company's articles of association (as adopted by special resolution passed on 22 September 2020 as amended by special resolution passed on 24 March 2021)) set out in the attached written resolution of shareholders of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the MIP Shares as a class of shares that will or may be effected thereby.

DocuSigned by:  
  
8D5FA1EC1E4B4AC...  
J Smith

April 24, 2023 | 4:02 PM BST

.....  
**Director**

**ANNEXURE**

**WRITTEN SHAREHOLDER RESOLUTION**

**of**

**ZZOOMM GROUP LIMITED  
(the "Company")**

**Circulation date: March 2023**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution of shareholders of the Company is passed, as a special resolution (the "Resolution"):-

**SPECIAL RESOLUTION**

**THAT:-**

- (a) article 75.2 of the Company's articles of association (the "Articles") be deleted and replaced with the following:-

"75.2 Any Manager holding MIP Shares acknowledges that the common objective of the MIP Shares is to ensure that the Managers holding them are incentivised to grow the equity value of the Group at all times up to and including the time of an Exit, but only if they are in active engagement by the Group and are therefore able to contribute, by virtue of their engagement, towards such growth in equity value. Therefore, the ownership and benefits of the MIP Shares held by the Manager or their Permitted Transferees are (unless otherwise determined by the Board, in its absolute discretion) conditional upon such Manager's engagement, appointment or employment by the Group and the remainder of this Article 75 is considered by all Shareholders to be a proportionate means by which to protect the legitimate interest of the remaining Shareholders in preserving such common objective."

- (b) the following words be added at the end of article 75.3 of the Articles:-

", except that no such direction shall be given by the Board to the Company if the Manager's employment by the Group ceases as a result of redundancy and the Manager has not been offered alternative employment with the Group which, in the reasonable opinion of the Board, is at least similar in terms of type of work, remuneration and location."