

Company No: 12375981

WRITTEN RESOLUTIONS  
of  
**PENNYWORTH LIMITED**  
(the “**Company**”)

Pursuant to section 281(1)(a) of the Companies Act 2006 (the “**Act**”)

Circulation date: 11<sup>th</sup> March 2022

Pursuant to section 291 of the Act, the directors of the Company propose that the Resolutions below are passed as special resolutions of the Company (together, the “**Resolutions**” and each a “**Resolution**”).

The Resolutions are passed by all the members of the Company who on the circulation date of the Resolutions would have been entitled to vote on the Resolutions.

**Resolution 1:**

**THAT** the directors of the Company, for the purposes of section 551 of the Act, be authorised (generally and unconditionally) to allot up to 684 preference shares of £0.01 in nominal value in the capital of the Company.

This authority shall, unless renewed, varied or revoked by the Company expire on the fifth anniversary of the date of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**Resolution 2:**

**THAT**, subject to the passing of Resolution 1, the directors of the Company be empowered, pursuant to section 570 of the Act and the articles of association of the Company, to allot the above equity securities as if section 561(1) of the Act did not apply to the allotment.

**Resolution 3:**

**THAT**, the articles of association attached to these written resolutions be adopted as the Company's articles of association in substitution for, and to the exclusion of, the existing articles of association with effect from the passing of this resolution.

The undersigned, persons entitled to vote on the Resolutions on the date of circulation, hereby irrevocably agree to the Resolutions:

.....  
Mr. Jeremy Takle

Date: 11<sup>th</sup> March 2022

.....  
Mr. Ben Harvey

Date: 11<sup>th</sup> March 2022

**Notes:**

- 1 You can choose to agree to all of the above resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the above resolutions, 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 these Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 A member's agreement to a written resolution, once signified, may not be revoked.
- 4 By signing and returning the above resolutions in accordance with paragraph 1, above, you irrevocably authorise Jasper Schippers of Proskauer Rose (UK) LLP to hold the signed resolutions as your agent until they, in their complete discretion, delivers the resolution to the Company on your behalf.
- 5 The resolutions set out above must be passed before the date that is 28 days following the date of circulation of the resolutions otherwise they will lapse.
- 6 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.
- 7 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.