

Company number: 13610251

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**RDL2021 LTD**  
**(the "Company")**



Circulated on 10 December 2021 (the "Circulation Date")

Under Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the following resolutions ("Resolutions") be passed, in the case of Resolutions 1 and 2 as special resolutions of the members of the Company and in the case of Resolutions 3 and 4 as ordinary resolutions of the members of the Company:

**SPECIAL RESOLUTIONS**

1. THAT new articles of association in the form attached to this resolution (the "Articles") are approved and with immediate effect adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
2. THAT, the directors are given power in accordance with section 571 of the Companies Act 2006 (the "Act") to allot equity securities pursuant to the authority conferred by Resolution 4, as if article 23.4 of the Articles did not apply to any such allotment up to an aggregate nominal amount of £6,285,714 provided that (unless previously revoked, varied or renewed by the Company) this power will expire on 31 December 2021, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.

**ORDINARY RESOLUTIONS**

3. THAT the issued ordinary share of £1.00 in the capital of the Company be and is hereby redesignated as an A share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association of the Company.
4. THAT the directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot 5,500,000 A shares of £1.00 each and 785,714 B shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £6,285,714, provided that:

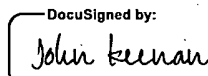
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- (a) (unless previously revoked, varied or renewed by the Company) this authority will expire on 31 December 2021, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
- (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of s.551, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

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

We, being entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions by signing below.

Signed by  
**RATP DEV UK LTD**

DocuSigned by:  
  
Signature:.....ABF1A63A14AE406.....  
Name: John Keenan

Date:.....10 December 2021.....