

Company No. 13876692

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

GC GROUP HOLDCO LIMITED

(the "Company")



(Effective 28 January 2022)

The following resolutions were duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 in the case of Resolution 1 as a special resolution, and in the case of Resolutions 2 and 3 as ordinary resolutions with effect from 28 January 2022.

SPECIAL RESOLUTION

1. **THAT**, the Directors be and are hereby empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by Resolution 3 below, up to a maximum nominal value of £1,360,892.27, as if sub-section (1) of section 561 of the Act did not apply to any such allotment.

ORDINARY RESOLUTIONS

2. **THAT** the two issued ordinary shares of £1.00 each in the capital of the Company, being the only shares in issue, be subdivided into 200 ordinary shares of £0.01 each.
3. **THAT**, the issued share capital of the Company be increased by the creation, allotment and issue of up to 136,089,227 ordinary shares of £0.01 each, having the rights and being subject to the conditions set out in the articles of association of the Company and **THAT** for the purposes of section 551 of the Act:
 - 3.1 the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot or to grant rights to subscribe for or to convert any security in shares in the Company up to a maximum nominal amount of £1,360,892.27 of ordinary shares of £0.01 each to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this Resolution; and
 - 3.2 the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities

to be allotted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in 2.1 above in pursuance of any such offer or agreement, notwithstanding the expiry of the authority given by this Resolution in accordance with the provisions of section 551(7)(b) of the Act, .

so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked.

DocuSigned by:

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Director