

Company number: 11120774

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
TIVOLI GROUP LIMITED
(the "Company")

5 April 2024 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolutions below be passed as ordinary or special resolutions (as indicated below) (the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT**, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £9.05, provided that:
 - a. the authority granted under this resolution shall expire five years after the passing of the resolution; and
 - b. the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all subsisting authorities.

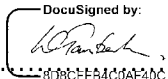
SPECIAL RESOLUTION

2. **THAT** the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities wholly for cash as if articles 12.1 to 12.5 (inclusive) of the Company's articles of association and other any rights of pre-emption (however expressed) contained in the articles of association of the Company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act), provided that the authority granted by this resolution shall be limited to an aggregate nominal value of £9.05.

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed: 
Name: Layton Tamberlin
For and on behalf of: **AMISTHA BIDCO LIMITED**
Date: 5 April 2024

Signed: 
Name: **STEVEN BIDDLECOMBE**
Date: 5 April 2024

Signed:
Name: **RICK FRANCIS**
Date:

Signed:
Name: **SPENCER ROCK**
Date:

Signed:
Name: **DARREN CUNNINGHAM**
Date:

Signed: 
Name: **NICOLA KEACH**
Date: 5 April 2024

NOTES

1. If you wish to vote in favour of the Resolution please sign and date this document and return it to the Company using one of the following methods:
 - (a) **by hand:** delivering the signed copy to Office S15, Genesis Centre, Innovation Way, Stoke-on-Trent, England, ST6 4BF; or
 - (b) **by post:** returning the signed copy by post to Office S15, Genesis Centre, Innovation Way, Stoke-on-Trent, England, ST6 4BF; or
 - (c) **by Docusign;** or
 - (d) **by email:** to K.Sinclair@taylorwessing.com.
2. If you do not agree with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.