

Company No: 11255824

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAPITAL DYNAMICS MMDIV UK LTD (the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date: 20 January 2021 (the "Circulation Date")

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolutions 2 and 3 below are passed as special resolutions of the Company (together, the "Resolutions").

ORDINARY RESOLUTIONS:

1 AUTHORITY TO ALLOT

THAT, subject to the passing of Resolution 2 and in place of all existing (save to the extent relied upon prior to the passing of this Resolution), the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Act to allot, and to grant rights to subscribe for or to convert any security into 38,601,951 B2 ordinary shares of £0.01 each in the capital of the Company and having the respective rights and subject to the respective restrictions set out in the articles of association adopted pursuant to Resolution 2, up to a maximum nominal amount of £386,019.51 such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the directors of the Company may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS:

2 ADOPTION OF ARTICLES

THAT, in accordance with section 21 of the Act, the draft articles of association attached to these Resolutions be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

WEDNESDAY



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27/01/2021

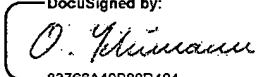
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COMPANIES HOUSE

3 **DIS-APPLICATION OF STATUTORY PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolutions 1 and 2 and in place of all existing and unexercised authorities and powers, during the period of five years from the date of the passing of this Resolution, the directors of the Company be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to exercise all or any of the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) for cash, and grant rights to subscribe for, or to convert any security into securities, pursuant to the authority conferred by Resolution 1, up to an aggregate nominal amount of £386,019.51, as if section 561 of the Act did not apply to any such allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires, but the Company may make an offer or agreement before expiry of this power which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

We, the undersigned, each being a member of the Company who at the Circulation Date would have been entitled to vote on the Resolutions, agree to the above Resolutions.

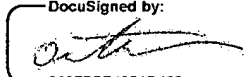
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Oliver Schumann

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Signed by Capital Dynamics General Partners Limited acting as general partner for Capital Dynamics Mid-Market Direct IV GP acting as general partner for Capital Dynamics Mid-Market Direct IV LP

20 January 2021

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Date:

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963FBBF4851D462.....

Andrew Bernstein

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Signed by Signed by Capital Dynamics (US) GP IV, LLC acting as general partner for Capital Dynamics (US) GP IV, LP acting as general partner for Capital Dynamics Mid-Market Direct IV (U.S.), LP

20 January 2021

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Date:

Notes:

- (1) 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:
 - (a) by delivering it by hand or by posting it to One Snowhill, Snow Hill Queensway, Birmingham, West Midlands, B4 6GB marked for the attention of Elize Hammond; or
 - (b) by sending it as an attachment to an email at EHammond@capdyn.com. Please ensure if sending by email that the subject box states "Written resolutions dated January 2021".
- (2) A member's agreement to a written resolution, once signified, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it. The required majority for a special resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- (4) The Resolutions must be passed before the end of 17 February 2021, (being 28 days from the Circulation Date), otherwise they will lapse.
- (4) If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- (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.