

Company Number: 13033333

THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
PROJECT ZEUS TOPCO LIMITED

26 November 2020

(the "Company")

On the following resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"):

Ordinary Resolution

1. **THAT** subject to the passing of resolution 4, the 1 ordinary share of £0.01 in the capital of the Company be re-designated into 1 A ordinary share of £0.01 in the capital of the Company, having the rights attached thereto to the new articles of association to be adopted pursuant to resolution 4.
2. **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot 46,569 A Ordinary shares of £0.01 each, 12,183,285 preference ordinary shares of £1 each and 45,930 B ordinary shares of £0.01 each in the capital of the Company having the rights and subject to the restrictions set out in the Company's articles of association to be adopted pursuant to resolution 3 below provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed 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 that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all previous authorities conferred on the directors in accordance with section 551 of the Act.

Special Resolutions

3. **THAT** the directors be and are generally empowered to allot shares in the capital of the Company pursuant to the authority conferred by resolution 2 above, as if article 7 of the articles of association to be adopted pursuant to resolution 4 below did not apply to any such allotment.
4. **THAT** the articles of association attached to this written resolution and, for the purpose of identification initialled by a director of the Company, be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.



DocuSigned by:
Jonathan Thorne
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Director