

Company number: 04027741

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
MARKITSERV LIMITED (the "Company")

Circulated on 27 August 2021

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

The directors of the Company (the "**Directors**") propose that the following resolutions (the "**Resolutions**") be passed as written resolutions of the Company under Chapter 2 Part 13 of the Companies Act 2006 ("**CA 2006**"). The foregoing Resolutions are passed as special resolutions.

SPECIAL RESOLUTIONS

1. **THAT** the Directors are generally and unconditionally authorised for the purposes of section 551 of CA 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £0.030, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on 26 August 2022, 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 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.
2. **THAT** conditional on the above Resolution (1) being passed, the Directors be and are hereby empowered pursuant to section 570 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) of the Company wholly for cash consideration pursuant to the authority granted by Resolution 1 as if section 561(1) CA 2006 or any other pre-emption rights contained in the Company's articles of association (if any) did not apply to any such allotment, provided that this authority shall expire on 26 August 2022 unless previously renewed or varied, save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of the power conferred by this Resolution.

WEDNESDAY



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COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE
COMPANIES ACT 2006**

- 1) Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
- 2) The circulation date of the written resolutions is 27 August 2021.
- 3) The procedure for signifying agreement by eligible members to the written resolutions is as follows:
 - a) *A member signifies his agreement to the proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:*
 - i) identifying the resolutions to which it relates; and
 - ii) indicating his agreement to the resolutions.
 - b) *The document must be sent to the company in hard copy form or in electronic form.*
 - c) *A member's agreement to the written resolutions, once signified, may not be revoked.*
 - d) *A written resolution is passed when the required majority of eligible members have signified their agreement to it.*
- 4) The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 of CA 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

- 5) We, being together all the eligible members of the Company:
 - a) confirm that we have received a copy of the above written Resolutions in accordance with section 291 of CA 2006; and
 - b) hereby resolve and agree that the above Resolutions are passed as written resolutions pursuant to section 288 of CA 2006 and that the Resolutions shall take effect as special resolutions.

[SIGNATURE PAGE TO FOLLOW]

DocuSigned by:
Sari Granat
18C5883915A41B

For and on behalf of **US Parthenon Holdings LLC**

Name: Sari Granat

Title: EVP, Chief Administrative Officer and General Counsel

Date: August 27, 2021

(Signature page to the MarkitSERV Limited Shareholder Written Resolution)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MARKITSERV LIMITED (the "Company")

Circulated on July 29, 2021 (the "Circulation Date")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

The directors of the Company (the "**Directors**") propose that the following resolutions (the "**Resolutions**") be passed as written resolutions of the Company under Chapter 2 Part 13 of the Companies Act 2006 ("**CA 2006**"). The foregoing Resolutions are passed as special resolutions.

SPECIAL RESOLUTIONS

1. **THAT** the Directors are generally and unconditionally authorised for the purposes of section 551 of CA 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £151, provided that:
 - a) (unless previously revoked, varied or renewed by the Company) this authority will expire on 30 June 2026, 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 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 section 551 of CA 2006, 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.
2. **THAT** conditional on the above Resolution (1) being passed, the Directors be and are hereby empowered pursuant to section 570 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) of the Company wholly for cash pursuant to the authority granted by Resolution 1 as if section 561(1) CA 2006 did not apply to any such allotment, provided that this authority shall expire on 30 June 2026 unless previously renewed or varied, save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of

an offer or agreement so to do made by the Company before the expiry of the power conferred by this Resolution.


**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE
COMPANIES ACT 2006**

- 1) Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
- 2) The circulation date of the written resolutions is July 29, 2021.
- 3) The procedure for signifying agreement by eligible members to the written resolutions is as follows:
 - a) A member signifies his agreement to the proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
 - i) identifying the resolutions to which it relates; and
 - ii) indicating his agreement to the resolutions.
 - b) The document must be sent to the company in hard copy form or in electronic form.
 - c) A member's agreement to the written resolutions, once signified, may not be revoked.
 - d) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4) The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 of CA 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

- 5) We, being together all the eligible members of the Company:
 - a) confirm that we have received a copy of the above written resolutions in accordance with section 291 of CA 2006; and
 - b) hereby resolve and agree that the above Resolutions are passed as written resolutions pursuant to section 288 of CA 2006 and that the Resolutions shall take effect as special resolutions.

[SIGNATURE PAGE TO FOLLOW]

DocuSigned by:

UC588538154418.....

For and on behalf of **US Parthenon Holdings LLC**

Name: Sari Granat

Title: EVP, Chief Administrative Officer and General Counsel

Date: July 29, 2021

(Signature Page to the MarkitSERV Limited Shareholder Written Resolution)