

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Nucleus Holdings Limited (the "Company")

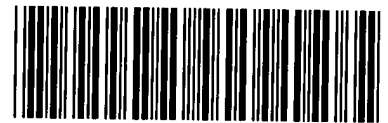
19 February 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect, as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

1. **THAT**, the new articles of association, in the form appended to this resolution, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

THURSDAY



A9Z3L2JF

A13

25/02/2021

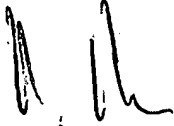
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COMPANIES HOUSE

AGREEMENT

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

The undersigned person, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:-



.....
For and on behalf of **HUNTSWORTH**
PROTON UK BIDCO LIMITED

19 February 2021

.....
Date

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method:-
 - **By Hand:** Delivering the signed copy to the Company's registered office
 - **By Email:** Delivering the signed copy to Philip.Jackson@pinsentmasons.com
2. You may not return the Resolution to the Company by any other method. By returning the document as set out above you irrevocably confirm that any director of the Company is authorised at his sole discretion to deliver the document to the Company on your behalf and shall (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.
3. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.
6. 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.