

**EXECUTION COPY**

Company No. 06135076

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

of

**LAIRD OVERSEAS HOLDINGS LIMITED (the Company)**Circulation Date: 22 February 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the resolution set out below is passed as an ordinary resolution (the **Resolution**).

**ORDINARY RESOLUTION**

"**THAT**, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the **Rights**) up to an aggregate nominal amount of £590,395,898 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which 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 or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities."

**AGREEMENT**

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

The undersigned, being the eligible member and any other persons beneficially entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

**[SIGNATURE PAGE FOLLOWS]**

THURSDAY



\*AAYHL8G0\*

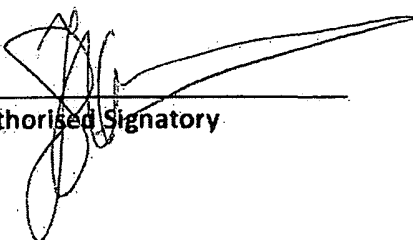
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#121

COMPANIES HOUSE

Signed for and on behalf of  
**DPS EMEA Holding B.V.**, acting as  
the eligible member of  
Laird Overseas Holdings Limited




A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right, positioned over a horizontal line.

Authorised Signatory

Date: 22 February 2022

Signed by Michael P. Heffernan for and on behalf of  
SP Holding DPS 3, Inc., acting as beneficial  
holder of Laird Overseas Holdings Limited

  
\_\_\_\_\_  
President

Date: 22 February 2022

**NOTES:**

- 1 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it.
- 2 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an email and sending it to the directors of the Company. Please type "Written Resolution: The Step 36B Bonus Issue" in the email subject box.
- 3 If you do not agree with 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 The Resolution will lapse if not passed within 28 days of the Circulation Date. Therefore, if you agree to the Resolution, please ensure that your agreement reaches us within 28 days after the Circulation Date.
- 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.