

Company Number: 06711930

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

THE FOUNDRY HOLDINGS LIMITED (the "Company")

Circulation Date: 29 January 2021

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 an ordinary resolution (the "**Resolution**").

ORDINARY RESOLUTION

- 1 **THAT**, in addition to all existing authorisations, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot up to 727,209 ordinary shares of £0.01 each in the capital of the Company (having the rights and obligations set out in the Articles of Association), to such persons and at such times and on such terms as they think proper provided that:
- (a) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting or by written resolution) on the fifth anniversary of the date of this resolution;
 - (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
 - (c) this authority shall be without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

FRIDAY



A02 *A9XP133M* 05/02/2021 #135
COMPANIES HOUSE

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date set forth above, hereby irrevocably agrees to the Resolution:

DocuSigned by:
Martin Franks
.....
for and on behalf of
THE FOUNDRY BIDCO LIMITED

Date 29 January 2021
.....

NOTES

- 1 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 using one of the following methods:

- (a) **By hand:** delivering the signed copy to Squire Patton Boggs, 2 & a Half Devonshire Square, London, EC2M 4UJ.
- (b) **Post:** returning the signed copy by post to Squire Patton Boggs Squire Patton Boggs, 2 & a Half Devonshire Square, London, EC2M 4UJ.
- (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to ethan.douglas@squirepb.com. Please enter "Roper: written resolution" in the e-mail subject box.

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.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by the end of the 28th day from 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 or during this date.
- 4 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.
- 5 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.