

Company Number: 07496060

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

THE FOUNDRY MIDCO 1 LIMITED (the "Company")

Circulation Date: 8 March 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions (where appropriate) (the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT** £97,530,997.45 standing to the credit of the Company's capital contribution reserve be capitalised and appropriated as capital to the holders of the ordinary shares of £0.01 each in the capital of the Company whose name(s) appear in the register of members as at the close of business on the date immediately preceding the Circulation Date and that the directors be authorised to apply such sum in paying up 66,670 ordinary shares of ordinary each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to such person(s).
2. **THAT** the 5,000,000 ordinary shares of £0.01 each in the issued share capital of the Company be consolidated into 1,000 ordinary shares of £50.00, such share having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association.

SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolutions 1 and 2 above, the issued share capital of the Company be reduced from £185,166,870.34 to £1.00 by
 - (a) cancelling and extinguishing capital of £49.999 on each issued fully paid up ordinary share of £50.00 each in the Company and reducing the nominal value of each issued fully paid up share from £50.00 to £0.001 per ordinary share; and
 - (b) reducing its share premium account from £185,116,870.34 to £0,to create a distributable reserve of £185,166,869.34.



AGREEMENT

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

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

DocuSigned by:
Martin Franks
D7795929E50248D.....
for and on behalf of
THE FOUNDRY TOPCO LIMITED

Date 8 March 2021

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only one of the Resolutions. If you agree with the Resolutions, 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 Resolutions, 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 Resolutions, 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 Resolutions to pass, it will lapse. If you agree to the Resolutions, 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.