

Company number: 10176070

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN ORDINARY AND SPECIAL RESOLUTIONS

OF

NSWE UK LIMITED

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **2006 Act**), the directors of NSW UK Limited (the **Company**) proposed that Resolution 1 (*Authority to allot*) be passed as an ordinary resolution and Resolution 2 (*Disapplication of pre-emption rights*) be passed as a special resolution:

Resolution 1 – Authority to allot

THAT:

- (1) the directors be generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all or any powers of the Company to allot shares in the Company up to a nominal aggregate amount of £20,000,000 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 after such expiry and the directors may allot shares in pursuance of such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
 - (c) this authority shall be in substitution for all previous authorities under section 551 of the 2006 Act which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

Resolution 2 – Disapplication of pre-emption rights

THAT:

- (2) subject to the passing of Resolution 1 and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where the authority granted under Resolution 1 is revoked.

WEDNESDAY



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COMPANIES HOUSE

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being eligible members on 14th October 2020 (the **circulation date**), irrevocably agree to the resolutions set out above:

For and on behalf of **NSWE SCS**, its general partners and managers:

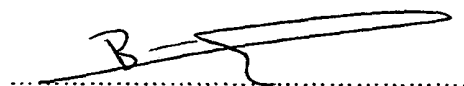
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Aston Villa Investors GP LLC

in its capacity as general partner and manager of NSWE SCS

Name: Wesley Edens

Title: Director

Date:



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NNS UK GP S.à r.l

in its capacity as general partner and manager of NSWE SCS

Name: Bjorn Schuurmans

Title: Manager

Date: 20.10.2020

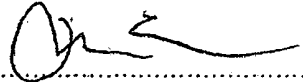
Eligible members must signify their agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to NSWE UK Limited, FAO: Mrs Victoria Wilkes, Head of Legal, at Villa Park, Trinity Road, Birmingham, England, B6 6HE; (ii) **by post**, by sending a signed copy to NSWE UK Limited, FAO: Mrs Victoria Wilkes, Head of Legal, at Villa Park, Trinity Road, Birmingham, England, B6 6HE; or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to Mrs Victoria Wilkes at victoria.wilkes@avfc.co.uk. Eligible members must signify their agreement to the proposed resolutions by the date 56 days after the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the date 56 days after the circulation date.

***Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which copies of the resolutions are first sent or submitted to members).

AGREEMENT OF ELIGIBLE MEMBERS*

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For and on behalf of **NSWE SCS**, its general partners and managers:

X 

Aston Villa Investors GP LLC

in its capacity as general partner and manager of NSWE SCS

Name: Wesley Edens

Title: Director

Date: 20.10.20

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NNS UK GP S.à r.l

in its capacity as general partner and manager of NSWE SCS

Name: Bjorn Schuurmans

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