

To the member(s) of

**MIDCAP PARTNERS LIMITED**

Company No. 10556375

Circulation date: 18 October 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Company proposes the following resolutions of which 2 and 3 are proposed as special resolutions and 1 as an ordinary resolution.

**MIDCAP PARTNERS LIMITED (THE "COMPANY")**


**WRITTEN RESOLUTIONS**

We, the undersigned, being the sole member of the Company who (at the circulation date of these resolutions) (as defined in section 290 of the Companies Act 2006 ("**the Circulation Date**") would have been entitled to vote on these resolutions, hereby agree, pursuant to Chapter 2, Part 13 of the Companies Act 2006, to the following resolutions:

**IT IS RESOLVED:**

1. **THAT** for as long as the Company continues to have one class of shares the directors be authorised to exercise their power to allot such shares and grant rights to subscribe for or to convert any security in the capital of the Company pursuant to s.550 of the Companies Act 2006.
2. **THAT** the pre-emption provisions of s.561 and s.562 shall not apply to the Company.
3. **THAT** the Articles of Association as attached be adopted as the Articles of Association of the Company with immediate effect and in substitution for and to the exclusion of the existing Articles of Association.

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



for and on behalf of

TP ICAP EMEA Investments Limited

Date: 18 October 2022

## 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 one of the following methods:
  - By Hand: delivering the signed copy to the Company at its registered office marked for the attention of the Company Secretary.
  - Post: returning the signed copy by post to the Company at its registered office marked for the attention of the Company Secretary.

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, within 28 days from and including 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.