

Company No: 10657455

GEMINI HOLDCO 2 LIMITED
(the "Company")

DIRECTORS' STATEMENT REGARDING SOLVENCY STATEMENT

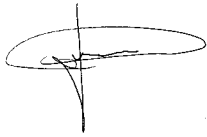
A special resolution was passed by the members of the Company on 8 June 2023 approving a reduction of the Company's share capital in accordance with section 642 and 643 of the Companies Act 2006.

The persons named below are all the directors of the Company.

We confirm that:

- (A) the solvency statement made by the directors of the Company in connection with the reduction of share capital (a copy of which is attached to this letter) was made not more than 15 days before the date on which the special resolution was passed; and
- (B) a copy of the solvency statement was sent to every eligible member of the Company in accordance with section 642(2) Companies Act 2006.

[Signature page to follow]



Signed by **Leo Hertog**

Director

Date: 8 June 2023

Signed by **Tom Ward**

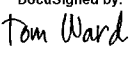
Director

Date:

Signed by **Leo Hertog**

Director

Date:

DocuSigned by:

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Signed by **Tom Ward**

Director

Date: 8 June 2023

APPENDIX 1: SOLVENCY STATEMENT

Company No. 10657455

GEMINI HOLDCO 2 LIMITED
(the “Company”)

**SOLVENCY STATEMENT FOR THE PURPOSES OF SECTIONS 642 AND 643 COMPANIES
ACT 2006 MADE BY THE DIRECTORS OF THE COMPANY ON 8 JUNE 2023**

The Company is proposing to reduce its share capital by:

- (A) reducing the issued ordinary share capital of the Company from £23 divided into 23 ordinary shares of £1.00 each to £2.00 divided into 2 ordinary shares of £1.00 each by the cancellation of 21 ordinary shares;
- (B) cancelling the amount of £149,087,588.27 standing to the credit of the share premium account of the Company as at the date of the resolution; and
- (C) applying the capital derived from the reduction and cancellations described in paragraph (A) and (B) above by the Company releasing the amount of capital derived from such reduction and cancellations into the distributable reserve account of the Company.

The persons named below are all of the directors of the Company as at the date of this statement.

We have formed the opinion that, as regards the Company's situation at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts.

Taking into account the current intention to commence the winding up of the Company within 12 months of the date of this statement, we have formed the opinion that the Company will be able to pay (or otherwise discharge) its debts in full within 12 months of the commencement of such winding up of the Company.

Should winding up of the Company not be commenced within 12 months of the date of this statement, we have formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming these opinions we have taken account of all the Company's liabilities (including any prospective or contingent liabilities).

[Signature page to follow]



Signed by **Leo Hertog**

Director

Date: 8 June 2023

Signed by **Tom Ward**

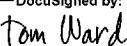
Director

Date:

Signed by **Leo Hertog**

Director

Date:

DocuSigned by:

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Signed by **Tom Ward**

Director

Date: 8 June 2023