

Company No. 13405885

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

ANODE HOLDCO LIMITED

(the "**Company**")

31 **May 2021**

(the "**Circulation Date**")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006 (the "**Act**")), irrevocably agree to the following resolutions of the Company having effect in the case of resolutions 1 and 2 as ordinary resolutions, and in the case of resolutions 3 and 4 as special resolutions, in accordance with Chapter 2 Part 13 of the Act:

ORDINARY RESOLUTIONS

1. THAT the directors are unconditionally authorised, for the purposes of section 618 of the Act, to exercise all powers of the Company to reorganise its issued share capital by subdividing its 1 issued ordinary share of £1.00 each into 10 ordinary shares of £0.10 each in the capital of the Company and, in respect of all such ordinary shares of £0.10 resulting from such subdivision, the rights of such shares shall be varied accordingly.
2. THAT the directors be and are generally and unconditionally authorised for the purpose of s.551 of the Act to exercise all the powers of the Company to allot shares as follows:
 - (a) ordinary shares of £0.10 each in the Company up to an aggregate nominal value of £151,695; and
 - (b) preference shares of £1.00 each in the Company up to an aggregate nominal value of £33,376,799,

for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

- 3. THAT new articles of association in the form contained in the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.
- 4. THAT, subject to the passing of the resolution numbered 2, the directors be given power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority granted by that resolution as if section 561 of the Act did not apply to any such allotment. This power shall expire on the fifth anniversary of the date of this resolution (save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired).

Signed by

AGILITAS 2020 PRIVATE EQUITY FUND SCSp represented by its managing general partner AGILITAS 2020 PRIVATE EQUITY GP LP SCSp represented by its managing general partner AGILITAS 2020 PRIVATE EQUITY GP S.À R.L. acting by two managers:

-) **By:** Stefan Corthouts
-) **Title:** Manager
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By: Stefan Corthouts
Title: Manager

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to Braeden.Donnelly@ashurst.com.

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 date falling 28 days from the Circulation Date, sufficient agreement has been received for the resolutions to pass, they 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.

POWER OF ATTORNEY

The Undersigned,

Mrs Anna Sophie Marbach, born on 27 September 1984 in Munich, Germany, with professional address at 5, rue Heienhaff, L-1736 Senningerberg, acting in his capacity as a Manager of **Agilitas 2020 Private Equity GP S.à r.l.**, a *société à responsabilité limitée*, with registered office at 5, rue Heienhaff, L-1736 Senningerberg, registered with the Luxembourg Trade and Companies' Register ("RCS") under number B 248986 (the "**Company**"),

acting on its own behalf and as the General Partner of **Agilitas 2020 Private Equity GP LP SCSp**, a *société en commandite spéciale*, with registered office at 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg and registered with the RCS under number B249668 (the "**General Partner**"),

itself acting on its own behalf and in its capacity as managing general partner of **Agilitas 2020 Private Equity Fund SCSp**, a *société en commandite spéciale*, with registered office at 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg and registered with the RCS under number B249755 (the "**Fund**"),

hereby constitutes and appoints:

Mr Stephan Corthouts

born on 20 June 1969 in Mortsels, Belgium, with professional address at 14, Rue Edward Steichen, L-2540 Luxembourg, being a Manager of the Company (the "**Proxy**")

with full power of substitution, as her true and lawful attorney and agent, with full power to represent her in the period from **25 May 2021 until 31 May 2021 inclusive** on behalf of the Company or in the name and on behalf of the General Partner or in the name and on behalf of the Fund, as appropriate, to participate at Board meetings, to execute, ratify and deliver or cause to be executed, ratified and delivered any and all agreements, amendments, certificates, reports, applications, notices, letters, capital calls, payment instructions or any other documents and to do or cause to be done any and all such other acts and things as, in his opinion, may be necessary, appropriate or desirable for the good functioning of the Company, the General Partner and/or the Fund.

The Proxy will provide Mrs Anna Sophie Marbach upon request with written notice of all significant actions to be taken under the scope of authority described in this Power of Attorney.

This Power of Attorney is governed by the laws of the Grand Duchy of Luxembourg.

Given in Senningerberg, on 21 May 2021.



Mrs Anna Sophie Marbach
Manager

POWER OF ATTORNEY

The Undersigned,

Mrs Anna Sophie Marbach, born on 27 September 1984 in Munich, Germany, with professional address at 5, rue Heienhaff, L-1736 Senningerberg, acting in his capacity as a Manager of **Agilitas 2020 Private Equity GP S.à r.l.**, a *société à responsabilité limitée*, with registered office at 5, rue Heienhaff, L-1736 Senningerberg, registered with the Luxembourg Trade and Companies' Register ("**RCS**") under number B 248986 (the "**Company**"),

acting on its own behalf and as the General Partner of **Agilitas 2020 CIP SCSp**, a *société en commandite spéciale*, with registered office at 5, rue Heienhaff, L-1736 Senningerberg, registered with the Luxembourg Trade and Companies' Register under number B249271 (the "**CIP**")

hereby constitutes and appoints:

Mr Stephan Courthouts

born on 20 June 1969 in Mortsels, Belgium, with professional address at 14, Rue Edward Steichen, L-2540 Luxembourg, being a Manager of the Company (the "**Proxy**")

with full power of substitution, as her true and lawful attorney and agent, with full power to represent her in the period from **25 May 2021 until 31 May 2021 inclusive** on behalf of the Company or in the name and on behalf of the CIP, as appropriate, to participate at Board meetings, to execute, ratify and deliver or cause to be executed, ratified and delivered any and all agreements, amendments, certificates, reports, applications, notices, letters, capital calls, payment instructions or any other documents and to do or cause to be done any and all such other acts and things as, in his opinion, may be necessary, appropriate or desirable for the good functioning of the Company and/or the CIP.

The Proxy will provide Mrs Anna Sophie Marbach upon request with written notice of all significant actions to be taken under the scope of authority described in this Power of Attorney.

This Power of Attorney is governed by the laws of the Grand Duchy of Luxembourg.

Given in Senningerberg, on 21 May 2021.



Mrs Anna Sophie Marbach
Manager