

Company No: 13447848

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING

of

PROJECT ORCHARD TOPCO LIMITED (THE "COMPANY")

Passed the 25 day of August 2021

By written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating these Resolutions, were entitled to vote on the Resolutions, the following Resolutions of the Company was/were duly passed:

ORDINARY RESOLUTIONS

1. THAT, the 1 A ordinary share of £1.00 be subdivided into 100 A ordinary shares of £0.01 each.
2. THAT, subject to the passing of resolution 1, the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:
 - 2.1 the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is shares with an aggregate nominal value of £1,934.00; and
 - 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire one year from the date of these resolutions save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.

SPECIAL RESOLUTIONS

3. THAT, the directors of the Company are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) pursuant to the general authority given to them in accordance with resolution 2 above for the purposes of section 551 of that Act as if section 561(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.
4. THAT, the Articles of Association annexed to this written resolution be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed

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Dominic Dalli
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DIRECTOR

Dated 25 August 2021

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