COMPANY NO: 13522160

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

OF

PERCH HOLDCO LIMITED

(the "Company")

(Passed on: 28 April 2022)

SATURDAY

ABUOSJAJ

A04 · 07/01/2023 #246
COMPANIES HOUSE
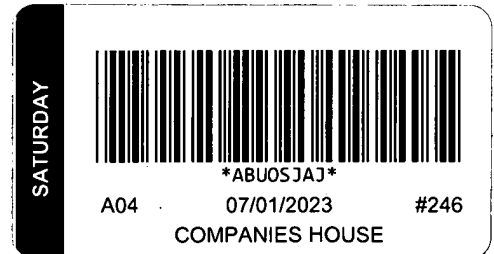
Pursuant to to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions the sole director proposed that Resolutions 1 and 2 be passed as special resolutions and Resolutions 3 and 4 be passed as an ordinary resolution (together, the "**Resolutions**"):

SPECIAL RESOLUTION

1. **THAT,** the draft articles of association in the form attached to these Resolutions (the "**New Articles**") be adopted in substitution for and to the exclusion of the Company's existing articles of association.

2. **THAT,** subject to the passing of Resolution 1, in accordance with article 46 of the New Articles, the pre-emption rights contained in article 46 be disapplied in respect of the allotment of the shares mentioned in Resolution 4 below.

ORDINARY RESOLUTION

3. **THAT,** the 1 ordinary share of £1.00 in the capital of the Company be subdivided into 100 ordinary shares of £0.01 and then immediately converted and redesignated into 100 C capped shares of £0.01 each in the capital of the Company having the rights and restrictions as set out in the New Articles to be adopted pursuant to Resolution 1.

4. **THAT,** in accordance with section 551 of the Act the Director be generally and unconditionally authorised to exercise all powers of the Company to allot:

    a. 2,900 A ordinary shares of £0.01 each in the capital of the Company;

    b. 2,000 B capped shares of £0.01 each in the capital of the Company;

    c. 3,900 B growth shares of £0.01 each in the capital of the Company;

    d. 5,000 C capped shares of £0.01 each in the capital of the Company; and

    e. 3,200 C growth shares of £0.01 each in the capital of the Company,

    having the rights and being subject to the restrictions as set out in the New Articles to be adopted pursuant to Resolution 1. Unless renewed, varied or revoked by the Company, this authority shall expire on the date five years from the date of this resolution.