

Company number: 13522160

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PERCH HOLDCO LIMITED

(the "Company")

WEDNESDAY



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03/05/2023

#162

COMPANIES HOUSE

Circulation Date: 19 April 2023

Terms, unless otherwise defined, shall have the meaning ascribed to them in the facility agreement originally dated 27 April 2022, as amended by an amendment letter dated 15 December 2022, between, amongst others, Quilam Special Opportunities 2 Limited as lender (the "**Lender**"), Perch Capital Limited as borrower (the "**Borrower**"), Perch Group Limited as parent, and the Company, TM Legal Services Limited, ACI-UK Limited, the Borrower and the Parent as Guarantors (the "**Facility Agreement**").

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following ordinary resolutions and special resolution (the "**Resolutions**") be passed:

ORDINARY RESOLUTIONS

1. **THAT** the terms of, the transactions contemplated by, and the execution of the following documents (together the "**Documents**") be and are hereby approved:
 - 1.1 an amendment and restatement agreement between, amongst others, the Lender and the Company pursuant to which the Facility Agreement would be amended and restated (the "**Amendment and Restatement Agreement**");
 - 1.2 a supplemental debenture over the assets and undertaking of (inter alia) the Company;
 - 1.3 a variation agreement to be made between the Company and Perch Group Limited, relating to a facility agreement dated 28 April 2022 between Perch Group Limited (as lender) and the Company (as borrower); and
 - 1.4 any ancillary or related documents required to be entered into in connection with the transactions contemplated by the Documents.
2. **THAT** the entry into the Documents by the Company will promote the success of the Company for the benefit of its sole member.
3. **THAT** the signing of any of the Documents by the Company on or before the date of these Resolutions be and is hereby ratified.
4. **THAT** the directors of the Company be authorised to agree the final terms of the Documents and any related documentation after the signing of these Resolutions.
5. **THAT** the giving of the guarantee, the granting of Security by the Company, and the giving of the confirmation in the Amendment and Restatement Agreement that the Transaction Security

Documents to which the Company is a party continue in full force and effect is in the best interests of the Company and is hereby approved.

6. **THAT**, notwithstanding anything contained in the Company's articles of association or any personal interest of the Company's directors in the transactions contemplated by the Documents, the directors be and hereby are authorised to approve the terms of, execution, delivery and performance of the Documents with such amendments to them as they in their absolute discretion may think fit.

SPECIAL RESOLUTION

7. **THAT** the new articles of association in the form appended to these Resolutions and initialled for the purpose of identification be and are hereby approved and adopted as the new articles of association with effect from the passing of these Resolutions.

Please read the Notes below before signifying your agreement to the Resolutions.

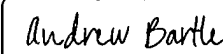
The undersigned, being an "**eligible member**" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions:

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Tracy Ann Appleby-Mollart

Dated: 20 April 2023

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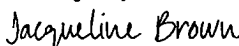
Andrew Bartle

Dated: 20 April 2023

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David Brown

Dated: 20 April 2023

DocuSigned by:

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Jacqueline Barbara Brown

Dated: 20 April 2023

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Craig Andrew Hinchliffe

Dated: 20 April 2023

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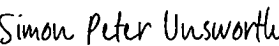
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Max Houghton

Dated: 20 April 2023

.....
For and on behalf of QSOL 2 Capital Investments LLP

Dated:

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Simon Peter Unsworth

Dated: 20 April 2023

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Jacqueline Barbara Brown

Dated:

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Craig Andrew Hinchliffe

Dated:

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Max Houghton

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For and on behalf of QSOL 2 Capital Investments LLP

Dated: 20 April 2023

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Simon Peter Unsworth

Dated:

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 Michael Gontar
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For and on behalf of WCP Quilam Ventures LLC

Dated: 20 April 2023


Gary Edwards

Dated:

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For and on behalf of WCP Quilam Ventures LLC

Dated:

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Gary Edwards

Dated: 20 April 2023

Company number: 13522160

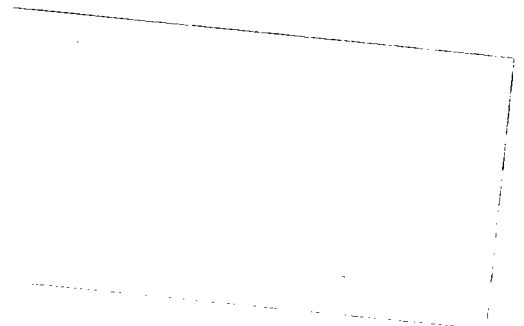
PERCH HOLDCO LIMITED
(the "Company")

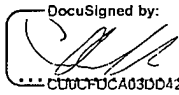
**CLASS CONSENT OF THE HOLDERS OF THE C CAPPED SHARES OF £0.01 EACH
PURSUANT TO SECTION 630(4)(A) OF THE COMPANIES ACT 2006 ("CA 2006")**

We, the undersigned, being the holders of at least 75% of the issued C capped shares of £0.01 each in the issued share capital of the Company (the "**C Capped Shares**"), for the purposes of the Company's articles of association, the CA 2006 and for all other purposes whatsoever, hereby irrevocably, absolutely and unconditionally consent to, signify our agreement to and sanction the passing of the special resolution appended hereto amending the articles of association of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the C Capped Shares that will or may be effected thereby (the "**Variation of Rights**").

This consent to the Variation of Rights and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by English law and be subject to the exclusive jurisdiction of the English courts.

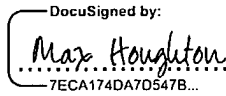
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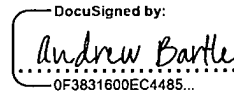
Craig Andrew Hinchliffe

Dated: 20 April 2023

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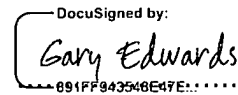
Max Houghton

Dated: 20 April 2023

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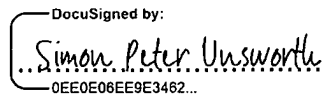
Andrew Bartle

Dated: 20 April 2023

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Gary Edwards

Dated: 20 April 2023

DocuSigned by:

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Simon Unsworth

Dated: 20 April 2023

[Signatures to Class Consent given by the holders of C Capped Shares]

Company number: 13522160

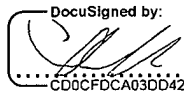
PERCH HOLDCO LIMITED
(the "Company")

**CLASS CONSENT OF THE HOLDERS OF THE C GROWTH SHARES OF £0.01 EACH
PURSUANT TO SECTION 630(4)(A) OF THE COMPANIES ACT 2006 ("CA 2006")**

We, the undersigned, being the holders of at least 75% of the issued C growth shares of £0.01 each in the issued share capital of the Company (the "**C Growth Shares**"), for the purposes of the Company's articles of association, the CA 2006 and for all other purposes whatsoever, hereby irrevocably, absolutely and unconditionally consent to, signify our agreement to and sanction the passing of the special resolution appended hereto amending the articles of association of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the C Growth Shares that will or may be effected thereby (the "**Variation of Rights**").

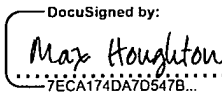
This consent to the Variation of Rights and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by English law and be subject to the exclusive jurisdiction of the English courts.

[Signatures overleaf]

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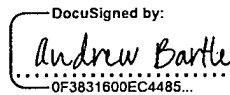
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Dated: 20 April 2023

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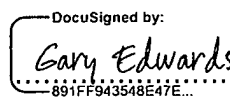
Max Houghton

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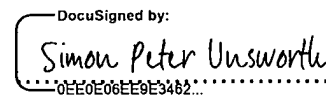
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Dated:

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Gary Edwards

Dated: 20 April 2023

DocuSigned by:

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Simon Unsworth

Dated: 20 April 2023

[Signatures to Class Consent given by the holders of C Growth Shares]

Company number: 13522160

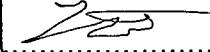
PERCH HOLDCO LIMITED

(the "Company")

**CLASS CONSENT OF THE HOLDERS OF THE A ORDINARY SHARES OF £0.01 EACH
PURSUANT TO SECTION 630(4)(A) OF THE COMPANIES ACT 2006 ("CA 2006")**

We, the undersigned, being the holders of at least 75% of the issued A Ordinary Shares of £0.01 each in the issued share capital of the Company (the "**A Shares**"), for the purposes of the Company's articles of association, the CA 2006 and for all other purposes whatsoever, hereby irrevocably, absolutely and unconditionally consent to, signify our agreement to and sanction the passing of the special resolution appended hereto amending the articles of association of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Shares that will or may be effected thereby (the "**Variation of Rights**").

This consent to the Variation of Rights and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by English law and be subject to the exclusive jurisdiction of the English courts.

DocuSigned by:

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Tracy Ann Appleby-Mollart


Dated: 20 April 2023

DocuSigned by:

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David Brown

Dated: 20 April 2023

DocuSigned by:

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Jacqueline Barbara Brown

Dated: 20 April 2023

Company number: 13522160

PERCH HOLDCO LIMITED

(the "Company")

**CLASS CONSENT OF THE HOLDERS OF THE B CAPPED SHARES OF £0.01 EACH
PURSUANT TO SECTION 630(4)(A) OF THE COMPANIES ACT 2006 ("CA 2006")**

We, the undersigned, being the holders of at least 75% of the issued B capped shares of £0.01 each in the issued share capital of the Company (the "**B Capped Shares**"), for the purposes of the Company's articles of association, the CA 2006 and for all other purposes whatsoever, hereby irrevocably, absolutely and unconditionally consent to, signify our agreement to and sanction the passing of the special resolution appended hereto amending the articles of association of the Company and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the B Capped Shares that will or may be effected thereby (the "**Variation of Rights**").

This consent to the Variation of Rights and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by English law and be subject to the exclusive jurisdiction of the English courts.

DocuSigned by:

Marc Sefton

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Marc Sefton

For and on behalf of QSOL 2 Capital Investments LLP

Dated: 20 April 2023

DocuSigned by:

Michael Gontar

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For and on behalf of WCP Quilam Ventures LLC

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PERCH HOLDCO LIMITED

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**CLASS CONSENT OF THE HOLDERS OF THE B GROWTH SHARES OF £0.01 EACH
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This consent to the Variation of Rights and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) shall be governed by English law and be subject to the exclusive jurisdiction of the English courts.

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For and on behalf of QSOL 2 Capital Investments LLP

Dated: 20 April 2023

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Dated: 20 April 2023