

Company No. 00894340



**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF MERGON UK LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being sole eligible member (as defined by section 289 CA 2006) of the Company, signifies agreement to and passes the following as special resolutions of the Company.

SPECIAL RESOLUTIONS

- 1 That the provisions of the Articles of Associations of the Company be altered by the insertion of a new article 26(6) immediately after the existing article 26(5) as follows:

"Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

- (a) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) or to any nominee of a Secured Institution (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts) and is contemplated by, or pursuant to, any mortgage, charge or other security of shares or any call or other share option granted in favour of such Secured Institution or its nominee; or
 - (ii) is by or on behalf of a Secured Institution in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under any such mortgage, charge, security and/ or call or other option; or
 - (iii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (iv) where the Secured Institution has consented to the transfer as a condition of the release of its security interest over such shares; or
 - (v) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security.

Any such transfer may be signed by the transferee in wet ink or by electronic signature (including by way of the DocuSign platform).

- (b) The directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in

either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

- (c) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 1(a)(i) above).
- (d) Notwithstanding anything contained in these articles, any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been mortgaged, charged or otherwise secured in favour of a Secured Institution (as defined in Article 1(a)(i) above)

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

- 2. That the provisions of, and performance of the obligations set out in, the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with certain financial institutions and others be and are hereby approved in the forms attached to this Written Resolution (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).
- 3. That, notwithstanding any provisions of the Company's Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).

Signature: Shane O'Neill

For and on behalf of **Westcastle Topco Limited**
(registered in Jersey with company number
130255)

Date: 9/12/2022