

Blubeckers Limited
(Registered number 01994330)
(the “Company”)

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

Circulation date: 11 April 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the board of directors of the Company proposes that the following resolution is passed as a special resolution (the “**Resolution**”).

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting a new Article 26 as follows:

“26 SHARE TRANSFERS: SECURED PARTIES

26.1 Notwithstanding anything contained in these articles or otherwise:

- (a) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and*
- (b) the directors of the Company may not decline to register and may not suspend any registration of,*

any transfer of shares in the Company where that transfer is:

- (i) to a Secured Party;*
- (ii) to any other person on any enforcement of a security interest over the shares, whether that transfer is made by the Secured Party (or its nominee or any other entity acting on its behalf) or by any receiver or manager appointed by a Secured Party pursuant to any security document or by any insolvency practitioner in the course of selling those shares;*
- (iii) delivered to the Company for registration by a Secured Party or by a receiver or manager appointed by a Secured Party; or*
- (iv) executed by a Secured Party pursuant to the power of sale or otherwise under such security,*

and, furthermore, notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party shall be required to offer the shares which are or are to be the

subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

- 26.2 *Furthermore, notwithstanding anything contained in these articles, any present or future lien on shares howsoever arising which the Company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Party or which are transferred in accordance with the provisions of this article 26.*
- 26.3 *For the purposes of this article 26, “**Secured Party**” means a bank, lender, financial institution, trust, fund or other person to which a security interest (whether as lender, agent, trustee or otherwise and including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing.”*

[Signature page follows]

Agreement:

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the Resolution be passed as a special resolution of the Company.

DocuSigned by:
Mark Chambers
509C6D6258B643E...

For and on behalf of
TRG (Holdings) Limited

Date: 11 April 2024

Important:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
- deliver it by hand or send it by post to the Company's registered office;
- fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of Aman Nath" to 30 St Mary Axe, London, EC3A 8AF; or
- attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to aman.nath@kirkland.com.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Unless, by (and including) the date falling 14 days from the circulation date of these Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.