

Company Number: 04131241

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
CG SHIELD HOUSE (UK) NO. 2
LIMITED
(the "**Company**")

acting in its own capacity and as general
partner of CG Shield House Limited
Partnership with Registration Number
LP007459 (the "**Limited Partnership**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**) and the Company's Articles of Association, the directors of the Company (the "**Directors**") propose that resolutions 1 to 3 be passed as ordinary resolutions and resolutions 4 to 7 be passed as special resolutions (together, the "**Resolutions**") on behalf of the Company in its own capacity and in its capacity as general partner of the Limited Partnership.

For the purpose of the Resolutions, the terms **Finance Documents** has the meaning given to such term in the facilities agreement to be dated on or around July 2023 and made between, amongst others, CG Cutlers Gardens Limited Partnership as the original borrower, the entities listed in Part 2 of Schedule 1 therein as original guarantors, United Overseas Bank Limited as the arranger and original lender and Situs Asset Management Limited as the agent and the security agent (the "**Facility Agreement**").

ORDINARY RESOLUTIONS

1. **THAT** the Company, in its own capacity and/or in its capacity as general partner of the Limited Partnership, enters into any Finance Document to which it is proposed to be a party in such form as is approved by the Directors.
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Facility Agreement, any other Finance Document to which it, in its own capacity and/or in its capacity as general partner of the Limited Partnership, is proposed to be a party and any other related document, including but not limited to any notes, deeds, agreements, letters, notices, certificates, acknowledgements, registrations, instructions, fee letters and other documents.
3. **THAT** the entry by the Company, in its own capacity and/or in its capacity as general partner of the Limited Partnership, into the Finance Documents to which it is proposed to be a party is in the best interests of the Company and the Limited Partnership's respective business and will promote the success of the Company and the Limited Partnership for the benefit of their shareholders and members as a whole.

SPECIAL RESOLUTIONS

4. **THAT** the Company's Articles of Association are amended as follows:

- a. deletion of Article 3.1 in its entirety and replacing it with the following new article:

*"3.1 **Subject to Article 3.2 below**, the lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of the person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly."*; and

- b. inclusion of the following text as a new article after Article 3.1 and subsequent numbering in the remainder of Article 3 shall be updated accordingly:

"3.2 The provisions of Article 3.1 shall not apply to any shares in the Company to the extent that a security interest has been or is purported to be granted over those shares for the benefit of any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets, or any person acting as agent or trustee for any such person.",

5. **THAT** the Directors have the authority to approve the proposed shareholder resolutions of CG Shield House (Jersey) Limited (the "**Subsidiary**"), authorizing the directors of the Subsidiary to approve the terms of, and the transactions contemplated by, the Transaction Documents and any related document.
6. **THAT** the Resolutions have effect notwithstanding any provision of the Company's articles of association.
7. **THAT** none of the directors of the Company who are also directors or employees of another company in the same corporate group as the Company shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of any group company entering into or otherwise being interested in some or all of the Finance Documents and/or the transactions contemplated thereby.

Agreement of eligible members

The undersigned, being eligible members on 28 July 2023 (the **Circulation Date**)
irrevocably agree to the resolutions set out above:

DocuSigned by:
Kike Oramba Kembu

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For and on behalf of
RHINO 1 S.À R.L.

Duly represented by:

Name: Kike Oramba Kembu

Title: Manager

Date: 28 July 2023

DocuSigned by:
Kike Oramba Kembu

3118BB0A97CD4E8...

For and on behalf of
RHINO 2 S.À R.L.

Duly represented by:

Name: Kike Oramba Kembu

Title: Manager

Date: 28 July 2023

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you **agree** to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery marked for the attention of Carly Hyland and Kia Aoki at Allen & Overy LLP, One Bishops Square, London E1 6AD acting on behalf of the Company.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless within twenty-eight (28) days from and including the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.