

Company Number: 04131311

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

CG SHIELD HOUSE (UK) NO. 1
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
3118BB0A97CD4E8...

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.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CG SHIELD HOUSE (UK) NO. 1 LIMITED

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force.

2. ALLOTMENT OF SHARES

- 2.1 Unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to Articles 2.4 and 13.2 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to section 80 of the Act.

- 2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

3. SHARES

- 3.1 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 any 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.
- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words “and all expenses that may have been incurred by the Company by reason of such non-payment”.

4. GENERAL MEETINGS AND RESOLUTIONS

- 4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 4.2
 - 4.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 4.2.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
 - 4.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

4.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.

4.3

4.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 4.3.3 below.

4.3.2 Any decision taken by a sole member pursuant to Article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

4.3.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

4.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

5. APPOINTMENT OF DIRECTORS

5.1.1 Regulation 64 in Table A shall not apply to the Company.

5.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to

and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.3 No person shall be appointed a director at any general meeting unless either:

- (a) he is recommended by the directors; or
- (b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

5.4

5.4.1 Subject to Article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 5.1.2 above as the maximum number of directors and for the time being in force.

5.5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Article 5.4.1 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

6. BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of

the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. ALTERNATE DIRECTORS

- 7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.
- 7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

- 8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 8.1.2 Regulation 87 in Table A shall not apply to the Company.

9. PROCEEDINGS OF DIRECTORS

- 9.1.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 9.1.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.
- 9.1.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

- 10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.
- 10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

11. NOTICES

- 11.1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that:
- 11.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 11.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.
- 11.2 A notice given to a member personally or in a form permitted by Article 11.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
- 11.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 11.1 above.
- 11.4 In this article “electronic” means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and “by electronic means” means by any manner only capable of being so actuated.

12. INDEMNITY

- 12.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution

of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

12.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

12.3 Regulation 118 in Table A shall not apply to the Company.

13. TRANSFER OF SHARES

13.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

13.2 Where any mortgage, charge or other security interest (the "Security") has been granted to any person (a "Mortgagee") by any member then, despite any other provision of these Articles, the directors shall not decline to register any duly stamped transfer of shares registered in the name of that member if that duly stamped transfer.

- A. is executed by any member in favour of any person including a Mortgagee or a purchaser, transferee or other recipient of such shares from such Mortgagee (or a trustee or receiver or nominee for such Mortgagee); or
- B. is executed by the Mortgagee or any receiver or nominee appointed by the Mortgagee or purchaser or transferor or other recipient of such shares from such Mortgagee, receiver or nominee pursuant to the security in favour of any person,

and that duly stamped transfer is presented with a certificate signed by a duly appointed officer of the Mortgagee or such receiver or nominee or purchaser or transferor or other recipient of such shares from such Mortgagee, receiver or nominee, stating that the shares are to be transferred in accordance with rights granted under the Security.

14. LIMITS ON THE INVESTMENTS THAT THE COMPANY MAY MAKE

14.1 In seeking to comply with its objects or purpose the Company will be limited to investing directly or indirectly, only in any of the following:

- (a) any "Real Estate Holding Company", being a body corporate, limited partnership, corporation or entity owned, wholly or in part, directly or indirectly (through another body corporate, limited partnership, corporation or entity providing for the same investment limits in its constituting documents), by the Company, the objects or purpose of which is also subject to the same investment limits in its constituting documents to these investment limits providing that it may only invest in Real Estate Holding Companies, in Real Estate Companies (as defined below) and

potentially, in addition, Real Estate Operating Assets, Hedging Transactions and/or Cash Management Investments (each as defined below), provided that any Real Estate Holding Company must not directly invest in Real Estate; and/or

- (b) any “Real Estate Company”, being a body corporate, limited partnership, corporation or entity owned, wholly or in part, directly or indirectly, by the Company, the objects or purpose of which is limited to investing directly in Real Estate (as defined below) and potentially, in addition, Real Estate Operating Assets, Hedging Transactions and/or Cash Management Investments (each as defined below),

provided that each Real Estate Holding Company must only invest indirectly, and each Real Estate Company directly, in real property, including buildings, structures or other improvements, equipment or fixtures located thereon or therein and any leasehold, licence, right, easement or other estate or interest (including any air or development rights) (“Real Estate”) that qualifies as (1) residential property, business premises and premises for diversified use; (2) real estate which is under development, if (A) the authorised construction planning provides for a use as residential property, business premises and premises for diversified use, and (B) the development can be expected to be finished within an appropriate time; (3) undeveloped real estate which is designated and suitable for a development in the near future for use as residential property, business premises and premises for diversified use; (4) hereditary building rights under the preconditions of (1) to (3) above; (5) other real estate and other hereditary building rights and rights in the form of flat property, part ownership, hereditary building rights relating to flats and partial hereditary building rights; or (6) indivisible usufructuary rights (or equivalent local rights in rem) in business premises, residential property, and premises for diversified use which serve the performance of public functions;

- (c) assets which are necessary for the operation of Real Estate (e.g. maintenance equipment) (“Real Estate Operating Assets”); and/or
- (d) investments in: (i) bank deposits; (ii) money market instruments; (iii) securities which are admitted by the European Central Bank or the Deutsche Bundesbank as collateral for the credit transactions referred to in Article 18.1 of the Protocol on the Statute of the European System of Central Banks and the European Central Bank of 7 February 1992 or whose admission will according to the terms and conditions of issue be applied for, provided that the admission occurs within a year after their issue; or (iv) undertakings for collective investment in accordance with the Directive 2009/65/EC and certain other investment funds which according to the fund rules may solely invest in assets falling within (i), (ii) and/or (iii) above; (investments falling within (i) to (iv), “Cash Management Investments”); and/or
- (e) transactions in derivatives for the purposes of hedging risk either with respect to the principal or the return in connection with any of the foregoing investments (“Hedging Transactions”), provided that such Hedging Transactions do not involve the Company selling assets that do not belong to the Company at the time of the conclusion of the transaction, i.e. no short selling.