
WRITTEN RESOLUTIONS

of

KESSLERS PROPERTIES NORTH LIMITED (the “Company”)

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 11 July **2022**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the resolutions below are passed as ordinary resolutions and special resolutions (together, the “**Resolutions**”). Any defined terms below have the same meaning given to them in the written resolutions passed by the board of directors of the Company (the “**Written Resolutions**”).

ORDINARY RESOLUTIONS:

1. THAT the terms of, and the transaction contemplated by, the Documents and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any Director may, in his absolute discretion, think fit), drafts of the Documents having been supplied to the sole member of the Company prior to the signing of this resolution.
2. THAT the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents (including the Company granting the guarantee under the Facility Agreement and the security under the Transaction Security) and any related document.
3. THAT any Director is hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as he shall in his discretion deem necessary or appropriate.
4. THAT the Company enters into and performs its obligations under the Documents.
5. THAT the entry by the Company into the proposed transactions substantially on the terms set out in the Documents (including giving the guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.

6. THAT there are no restrictions imposed on the directors of the Company and the powers of the directors of the Company have not been restricted to enter into the transactions contemplated by the Documents
7. THAT the Directors have the power to approve and enter into the transactions contemplated by the Documents.
8. THAT any step taken or act done by any Director in connection with the Documents and/or the transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
9. THAT these resolutions have effect notwithstanding any provision of the Company's articles of association, any such provision being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the Resolutions.
10. THAT all other transactions, documents and other matters set out in or contemplated by the Written Resolutions are hereby approved.

SPECIAL RESOLUTIONS:

THAT the articles of association of the Company shall be amended by replacing Article 47.3 as follows:

"47.3 Notwithstanding anything to the contrary in these Articles of Association, provisions of Article 47.2 will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(a) is to:

*(i) a bank or financial institution or to a 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 to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution; and/or*

*(ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security; and*

(b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

(c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security,

and, also notwithstanding anything 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 or any of them and no such member shall have any right under these Articles or otherwise to require any such shares to be transferred to them, whether for consideration or not. Furthermore, again notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of any such shares or any rights of forfeiture which the Company has in respect of any such shares.”

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 Resolutions be so passed.

Signed by:

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Shane Kelly

For and on behalf of GLP UVAP UK MIDCO 1 LIMITED

Date: 11 July 2022

IMPORTANT:

You may not agree to some, but not all, of the Resolutions; you must agree to all or none. To signify your agreement to the Resolutions, 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 Ellie Carter"; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to Ellie.Carter@kirkland.com; and
- ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolutions are not passed by the end of this period, they will lapse.

Note: Once given, your agreement may not be revoked