



THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

Circulation date: 1 June 2021

**1 Preamble**

- 1.1 The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolutions below (the "**Resolutions**") are passed as ordinary resolutions and a special resolution of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 1.2 Capitalised terms used and not otherwise defined in these Resolutions shall have the meanings given in the written resolution passed by the sole director of the Company scheduled to these Resolutions (the "**Board Resolutions**").

**2 Ordinary Resolutions**

- 2.1 **THAT** the entry into and performance by the Company of the Documents to which it is party and the transactions contemplated thereby would promote the success of the Company for the benefit of its members as a whole and are hereby approved.
- 2.2 **THAT** the terms of the Documents to which the Company is party and the performance by the Company of its obligations thereunder are hereby approved, in each case, with such amendments thereto as the Director and any director of the Company may in their absolute discretion approve.
- 2.3 **THAT** the Director and any director of the Company 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.
- 2.4 **THAT** if any Document or related document agreed by the Director and/or any director of the Company needs to be executed as a deed, that it be executed under the common seal of the Company or executed as a deed in accordance with section 44 of the Companies Act 2006 by two directors of the Company, the Director or any director of the Company and the Secretary of the Company, the Director or any director of the Company in the presence of a witness.
- 2.5 **THAT** all other transactions, documents and other matters set out in or contemplated by the Board Resolutions are hereby approved.
- 2.6 **THAT** any step taken or act done by the Director and/or any director of the Company

in connection with the Documents and/or the transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.

2.7 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the Directors of the Company contained in or incorporated by reference in the Articles, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions.

2.8 **THAT** the Director, the Secretary and/or any director of the Company be instructed to arrange for:

- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
- (b) all appropriate forms and documents to be filed at Companies House.

### **3 Special Resolution**

3.1 **THAT** a new article 26 shall be inserted into the Company's articles of association as follows:

*"26. Notwithstanding anything contained in these Articles, the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:*

- (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or*
- (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or*
- (c) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,*

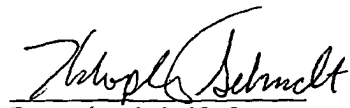
*and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts."*

**SCHEDULE 1**  
**The Board Resolutions**

**[BOARD RESOLUTIONS REDACTED]**

**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 passed as ordinary resolutions and special resolution of the Company.



For and on behalf of  
**DIGITAL RIVER IRELAND LIMITED**

Date: 1 June 2021

**Important:**

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 Marco Bagnato" 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 [marco.bagnato@kirkland.com](mailto:marco.bagnato@kirkland.com).

If you do not agree to the Resolutions, 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 Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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