

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ETIHAD TOPCO LIMITED

(Registered Number: 07479219)

(the "Company")

13 July

2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed as a special resolution and an ordinary resolution (as applicable) by way of written resolution of the Company.

SPECIAL RESOLUTION

"**THAT** the draft articles of association of the Company appended to this Resolution be and are hereby adopted as the new articles of association of the Company with effect from the date on which this Resolution is passed in substitution for, and to the entire exclusion of, all existing articles of association of the Company."

ORDINARY RESOLUTION

"**THAT**, subject to the passing of the above special resolution for the purposes of section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot (i) 900,000 super preferred A ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal value of £900,000 and (ii) 100,000 super preferred B ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal value of £100,000, in each case at any time from the date on which this Resolution is passed until the date occurring five years after such date. The aforementioned authority may be revoked or varied by the Company in a general meeting and may be renewed by the Company in a general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of this authority. In this Resolution, references to the allotment of shares shall include the grant of rights to subscribe for, or to convert any securities into, shares."

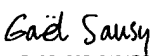
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolutions hereby irrevocably agree to the Resolutions and (to the extent required) hereby irrevocably consent to the passing of Resolutions for the purposes of section 630 of the Act.

DocuSigned by:

71C51C2512434EC...

Gaël Sausy, authorised signatory

Gaël Sausy

for and on behalf of

Telco S.à r.l.

Date: 13 July 2023

_____, authorised signatory

for and on behalf of

Ocorian Limited as Trustee of the Universal

Utilities Employee Benefit Trust, acting as

nominee

Date:

_____, authorised signatory

for and on behalf of

Ocorian Limited as Trustee of the Universal

Utilities Employee Benefit Trust

Date:

[Signature Page to Written Shareholder's Resolution]

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Gaël Sausy, authorised signatory



for and on behalf of
Telco S.à r.l.

Date:

, authorised signatory

for and on behalf of
**Ocorian Limited as Trustee of the Universal
Utilities Employee Benefit Trust**, acting as
nominee

Date:

DocuSigned by:  40114B453F654E7...	DocuSigned by:  A7D25535D05F48E...
_____ , authorised signatory	
Craig Cameron	Melody Pallot

for and on behalf of
**Ocorian Limited as Trustee of the Universal
Utilities Employee Benefit Trust**

Date: 13 July 2023

[Signature Page to Written Shareholder's Resolution]

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date which falls 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please therefore ensure that your agreement reaches the Company before or on this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Appendix One – Articles of Association