

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF SONOVATE LIMITED

Circulated on 27<sup>th</sup> June 2022 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of Sonovate Limited (the "Company") propose that the following resolutions are passed as ordinary resolutions (the "Resolutions").

ORDINARY RESOLUTIONS

1. THAT the Company is hereby authorised to enter into:
  - (a) a revolving loan facility agreement between, amongst others, the Company, Sonovate International Holdings Limited as borrower and BCI Finance Limited as arranger and agent (the "BCI Facility Agreement");
  - (b) a debenture between, amongst others, the Company and BCI Finance Limited as security agent (the "Security Agreement");
  - (c) a U.S. pledge agreement between the Company and BCI Finance Limited as security agent (the "Pledge Agreement");
  - (d) a deed of termination and release between, amongst others, the Company and GLAS Trust Corporation Limited as receivables agent;
  - (e) a pay-off letter between the Company and GLAS Trust Corporation Limited as receivables agent;
  - (f) a deed of termination and release between, amongst others, the Company and BCI Finance Limited as arranger, agent and security agent;
  - (g) a pay-off letter between the Company and BCI Finance Limited as agent;
  - (h) a deed of termination and release between, amongst others, the Company, BCI Finance Limited as mezzanine agent and mezzanine security agent and GLAS Trust Corporation Limited as senior agent;
  - (i) a director's certificate to be provided by a director of the Company in accordance with the terms of the BCI Facility Agreement; and
  - (j) any and all other documents that may be required to be executed by the Company in connection with the documents referred to above,

(together, the "Documents").

2. THAT the directors have authority to approve the terms of, and the transactions contemplated by the Documents with such amendments as any director of the Company may in his or their sole discretion approve.
3. THAT the entry into the Documents and the giving of the guarantee and security by the Company pursuant to the Documents is most likely to promote the success of the Company for the benefit of its members as a whole.
4. THAT the Company is hereby authorised and directed to grant and enter into a guarantee and to grant security pursuant to the Documents.

#### SPECIAL RESOLUTIONS

5. THAT the articles of association of the Company (the "Articles") be amended by inserting the following as a new Article:

"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "Secured Party") and where the transfer is or is to be:

- (a) to a Secured Party or its nominee; or
- (b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts."

6. THAT the Articles be amended by inserting the following as a new Article:

"Notwithstanding anything contained in these Articles, any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party."

We, being the sole eligible member of the Company (as defined in section 289 of the companies Act 2006) entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

SIGNED for and on behalf of  
SONOVATE INTERNATIONAL HOLDINGS LIMITED

A handwritten signature in black ink, appearing to be a stylized 'A' followed by a surname, positioned above the title 'Director'.

Director

Date: 27/06/2022