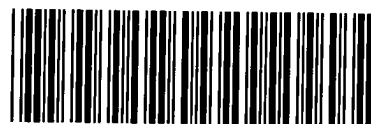


Company No. 07890599

The Companies Act 2006

TUESDAY



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21/09/2021

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COMPANIES HOUSE

Private Company Limited by Shares

**Written Resolution of the Sole Member of the Company  
of**

**Seven Seas Water (BVI) Holdings Limited (the "Company")**

Pursuant to section 291 of the Companies Act 2006, the directors of the Company have proposed that the resolutions below are passed by the members of the Company as written resolutions.

We, the undersigned, being the sole member of the Company and entitled as at the date of this resolution to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolutions in paragraphs 1-5 (the "**Resolutions**") be passed as written resolutions having effect as unanimous resolutions (in the case of paragraphs 1-3) and a special resolution in accordance with section 21(1) (in the case of paragraphs 4-5) of the Companies Act 2006 of the Company.

**Unanimous Resolutions**

1. **That**, the Company enters into:
  - (a) the British Virgin Islands law equitable mortgage over shares to be entered into between the Company, Seven Seas Water (BVI) Limited and the Collateral Agent;
  - (b) the Credit Agreement to be dated on or about the date of this resolution between the Company as guarantor, the Borrowers, the companies from time to time party thereto as guarantors (the "**Guarantors**"), Investec Bank Plc (the "**Administrative Agent**"), Deutsche Bank Trust Company Americas (the "**Collateral Agent**"), Deutsche Bank AG, New York Branch and Investec Inc. as Joint Lead Arrangers, Deutsche Bank AG, New York Branch and Investec Bank as the Issuing Banks and the financial institutions from time to time party thereto as lenders;
  - (c) the Intercompany Subordination Agreement to be dated on or about the date of this resolution between the Company as guarantor, each of the companies from time to time party thereto, the Administrative Agent and the Collateral Agent; and
  - (d) evidence of any further transactions and documents related to section 5.01(o) (*Payoff of Prior Debt*) of the Credit Agreement.(the "**Documents**").
2. **That** the terms of the transactions contemplated by, and the execution and delivery of, the Documents (including, the guarantee contained therein) to which the Company is to become a party and the performance by it of its obligations and liabilities thereunder are in the commercial interests of the Company and to its commercial benefit and are hereby approved.
3. **That** a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest.

For the purposes of this resolution, “**Relevant Company**” shall mean:

- (a) the Company;
- (b) any subsidiary undertaking of the Company;
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking;
- (d) any body corporate promoted by the Company; or
- (e) any body corporate in which the Company is otherwise directly or indirectly interested,

and “**subsidiary undertaking**” and “**parent undertaking**” shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006.

#### **Special Resolution**


4. **That**, the following language is added as a new article 26(5) to the existing articles of association of the Company:

*“Notwithstanding anything to the contrary in these Articles of Association, provisions of Article 26(5) 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) *to 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 or an agent or trustee for any 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 any 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”*

5. **That** the existing articles of association shall be renumbered accordingly.

Date of circulation 17 September 2021



Date of signature 17 September 2021

For and on behalf of Seven Seas Water (BVI) Company  
Limited

- (a) If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning a scan of the signed version by email to [arpita.dey@vistra.com](mailto:arpita.dey@vistra.com) and [zsofia.cassidy@whitecase.com](mailto:zsofia.cassidy@whitecase.com) with the subject 'Written Resolution'.
- (b) You may not return the Resolution to the Company by any other method.
- (c) If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- (d) Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- (e) Unless by twenty-one (21) days after the date of circulation of the Resolution sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.