

Company No. 09168112

## THE COMPANIES ACT 2006

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### PRIVATE COMPANY LIMITED BY SHARES

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### WRITTEN RESOLUTION

of

### DLG FINANCING 2 LIMITED (the Company)

Circulation Date: 26 May 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below are passed as special resolutions (the **Resolutions**).

#### Special resolutions

**1** “**THAT** with immediate effect the Articles of Association of the Company be amended by deleting article 6 and inserting the following as article 6 in its place:

‘6 The Company shall, without resolution of the Board or the Company in general meeting and before any application of profits or for any other purpose (including paying any dividends in respect of the Ordinary Shares), pay

- (a) in respect of each USD Preference Share a fixed cumulative preferential dividend (the **USD Preference Dividend**) at the rate of 6.95 per cent per annum on the nominal value (together with any share premium recognised on issue of the USD Preference Shares) of each USD Preference Share held, accruing on a daily basis, which USD Preference Dividend shall be payable on the last day of each interest period in relation to any loan under a term facility entered into by DLG Acquisitions Limited with third party lenders from time to time (each a **USD Preference Share Dividend Payment Date**) in respect of each six month period beginning on the day after the last USD Preference Share Dividend Payment Date and ending on (and including) that date, out of the profits of the Company available for distribution, except that the first USD Preference Dividend shall be paid on 31 December and calculated from but excluding the date of issue up to and including that date. The USD Preference Dividend shall, at the discretion of the Company, be paid in cash or, to the extent permissible at law, shall be satisfied by the issue of further USD Preference Shares on such terms as the Board may determine, provided that all USD Preference Shares are treated in the same way, and
- (b) in respect of each EUR Preference Share a fixed cumulative preferential dividend (the **EUR Preference Dividend**) at the rate of 4.24 per cent per annum on the nominal value (together with any share premium recognised on issue of the EUR Preference Shares) of each EUR Preference Share held, accruing on a daily basis, which EUR Preference Dividend shall be payable on the last day of each interest period in relation to any loan under a term facility entered into by DLG Acquisitions Limited with third party lenders from time to time (each a **EUR Preference Share Dividend Payment Date**) in respect of each six month period beginning

on the day after the last EUR Preference Share Dividend Payment Date and ending on (and including) that date, out of the profits of the Company available for distribution, except that the first EUR Preference Dividend shall be paid on 31 December and calculated from but excluding the date of issue up to and including that date. The EUR Preference Dividend shall, at the discretion of the Company, be paid in cash or, to the extent permissible at law, shall be satisfied by the issue of further EUR Preference Shares on such terms as the Board may determine, provided that all EUR Preference Shares are treated in the same way.'

**2 "THAT** with immediate effect the Articles of Association of the Company be amended by deleting article 7 and inserting the following as article 7 in its place:

'7 Any USD Preference Dividend not paid in cash shall be carried forward and paid in priority to the USD Preference Dividend and EUR Preference Dividend payable on any later date, and shall be increased by an amount representing interest on the unpaid amount at 6.95 per cent per annum which shall accrue from day to day and shall compound on each subsequent USD Preference Share Dividend Payment Date if it is not then paid in cash. A reference in these Articles to an unpaid USD Preference Dividend is deemed to include the amount representing interest on the accrued but unpaid amount.'

**3 "THAT** with immediate effect the Articles of Association of the Company be amended by deleting article 9 and inserting the following as article 9 in its place:

'9 Any EUR Preference Dividend not paid in cash shall be carried forward and paid in priority to the USD Preference Dividend and EUR Preference Dividend payable on any later date, and shall be increased by an amount representing interest on the unpaid amount at 4.24 per cent per annum which shall accrue from day to day and shall compound on each subsequent EUR Preference Share Dividend Payment Date if it is not then paid in cash. A reference in these Articles to an unpaid EUR Preference Dividend is deemed to include the amount representing interest on the accrued but unpaid amount.'

**4 "THAT** with immediate effect the Articles of Association of the Company be amended by deleting article 19 and inserting the following as article 19 in its place:

'19 Subject to the Companies Acts, the Company shall redeem all USD Preference Shares then in issue on 15 May 2026 whereupon:

- (a) the share certificates in respect of the USD Preference Shares must be delivered to the Company for cancellation, and
- (b) the Company shall pay to the registered holders of the USD Preference Shares to be redeemed the nominal value thereof (together with any share premium recognised on issue of the USD Preference Shares) and any accrued and/or unpaid USD Preference Dividend thereon (to be calculated up to and including the date of redemption).'

**5 "THAT** with immediate effect the Articles of Association of the Company be amended by deleting article 20 and inserting the following as article 20 in its place:

'20 Subject to the Companies Acts, the Company shall redeem all EUR Preference Shares then in issue on 15 May 2026 whereupon:

- (a) the share certificates in respect of the EUR Preference Shares must be delivered to the Company for cancellation, and

- (b) the Company shall pay to the registered holders of the EUR Preference Shares to be redeemed the nominal value thereof (together with any share premium recognised on issue of the EUR Preference Shares) and any accrued and/or unpaid EUR Preference Dividend thereon (to be calculated up to and including the date of redemption).'

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 26 May 2022, hereby irrevocably agrees to the Resolutions.

**Signed for and on behalf of  
DLG Acquisitions Limited**

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**Date:** 26 May 2022

**NOTES:**

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the Company Secretary".
- 2 If you do not agree with 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 sufficient agreement for the Resolutions to be passed has been received by the date falling 28 days after the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- 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.