

COMPANIES ACT 2006

WRITTEN RESOLUTION

of

Keys Group Limited (the "Company")

Company number 10625350

Circulation date: 4 August 2022

WEDNESDAY

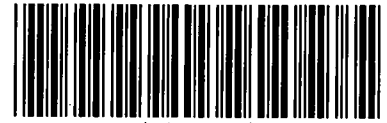


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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out in paragraphs 1-11 below be passed as ordinary resolutions of the Company, and the resolution set out in paragraph 12 be passed as a special resolution of the Company.

Defined terms used in the written resolution of the board of directors of the Company dated 4 August 2022, unless otherwise defined, shall have the same meaning in this written resolution.

Ordinary Resolutions

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

1. **THAT** the terms of each of the documents (the "**Documents**") listed in the Annexure to this written resolution and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
2. **THAT** the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
3. **THAT** these resolutions should have effect notwithstanding any provision of the Company's articles of association.
4. **THAT** notwithstanding any personal interest:
 - a. any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to execute and deliver the Documents on behalf of the Company, with such amendments thereto as such officer(s) shall in his absolute discretion think fit; and
 - b. any Director or the Secretary of the Company, either singly or with any other Director of the Company in the case of a deed, be authorised to do all such acts, including to execute any deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.
5. **THAT** the terms of the Documents, the transactions contemplated thereby and the execution and delivery of the Documents and performance of the Company's obligations under the Documents, in the forms produced to the meeting, and subject to such amendments as any authorised signatory (as appointed at this meeting) may agree to be in the interests of the Company, by the Company be and are hereby approved.

6. **THAT** any director of the Company be and is hereby authorised, on behalf of the Company, to execute and deliver those Documents to be executed under hand.
7. **THAT** the Parent be appointed to act as the Company's agent in connection with the Finance Documents.
8. **THAT** pursuant to section 323 of the Companies Act 2006, any director of the Company be appointed a corporate representative of the Company at any meeting of shareholders or for the purpose of executing a shareholders' resolution of any company of which the Company is a member from time to time and, at his or her discretion, may exercise the powers of the Company as he or she may think fit in relation to any such Company in connection with the Documents.
9. **THAT** any director of the Company be and is hereby authorised to:
 - a. do anything necessary to carry into effect the purposes of the resolutions made at this meeting including any acts, things and actions on behalf of the Company as such director shall in his absolute discretion deem necessary or desirable in connection with the Documents and any transactions contemplated thereby;
 - b. make or execute, deliver and/or despatch on behalf of the Company any notices, certificates, requests (including any Utilisation Request or Selection Notice), communications or other documents (each an "**Ancillary Document**") to be made, executed or entered into in connection with any of the Documents, and, together with any other director of the Company or the secretary of the Company or where any such director of the Company signs in the presence of a witness who attests his signature, to execute and deliver as a deed on behalf of the Company those Ancillary Documents to be executed as deeds (including, if so required, by any two directors or any director and the secretary witnessing the affixation of the Company's seal to those Ancillary Documents in the manner required by the articles of association); and
 - c. agree any amendments to any of the Documents or any Ancillary Document as that director (together with any other director of the Company or the secretary of the Company in the case of any Finance Document or Ancillary Document in the form of a deed) may in his or their absolute discretion think fit. The execution of any Finance Document or Ancillary Document as prescribed by this resolution being conclusive evidence of the due authorisation by the Company of the execution on the Company's behalf of that Finance Document or Ancillary Document, as so amended.
10. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Annexure to these written resolutions and perform its obligations and exercise its rights in relation to the Transaction.
11. **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution of the Documents to which it is to be party and all related matters.

Special Resolution

12. **THAT** the articles of association of the Company attached to these written resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Date: 4 August 2022

SIGNED

Keys Acquico Limited

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
 - (a) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, EC2V 6DY, for the attention of Matt Connell; or
 - (b) by sending it as an attachment to an email at MConnell@goodwinlaw.com.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed before the end of the period of 28 days beginning with the Circulation Date otherwise it will lapse.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 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.

Annexure

1. an accession deed to be entered into between the Company, the Agent, the Security Agent and the Parent in relation to the Facilities Agreement and Intercreditor Agreement;
2. an accession deed to be entered into between the Company, the Security Agent and the Parent in relation to the Debenture;
3. the articles of association to be adopted by the Company;
4. a Director's certificate from the Company addressed to the Agent; and
5. any other documents, agreements, deeds, intercompany agreements, certificates, notices, communications or confirmations pursuant to or in connection with, contemplated by or ancillary or related to the documents listed at paragraphs 1 to 4 above.