

SMILE TOPCO LIMITED
(THE "COMPANY")

Company No. 10848701

Written resolution of the Company pursuant to
s.281 and Part 13 Ch 2 Companies Act 2006

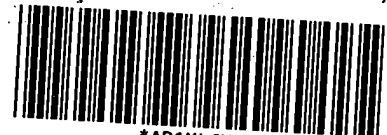
Date: 10 April 2024

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution, which is proposed as an ordinary resolution.

Terms and expressions defined in the Senior Facilities Agreement (as defined below) shall bear the same meaning in these Resolutions.

WRITTEN ORDINARY RESOLUTION

TUESDAY



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WRITTEN SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be amended by inserting a new Article 38 as follows:

“Secured Institutions


- a) Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is:
- (i) to any bank or institution to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a Lender, or agent and trustee for a group of banks or institutions or otherwise), or to any nominee of such a bank or institution (a **“Secured Institution”**);
 - (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
 - (iii) expected by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security; or
 - (iv) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.
- b) Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether (whether for consideration or not).
- c) Any present or future lien over the shares howsoever arising (whether expressly or impliedly) which the Company has shall not apply in respect of any shares which have been charged by

way of security to, or otherwise in favour of, a Secured Institution or which are transferred in accordance with the provisions of Articles 38.1 and 38.2.

2 **THAT** the existing articles of association shall be renumbered accordingly.

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

The undersigned, a person entitled on the date set out above to vote on the written resolution, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolution.

Name of corporate member:	BAROLO BIDCO LIMITED	
	<div>DocuSigned by: </div> <p>.....</p> <div>Signature of authorised signatory</div>	Date 10 April 2024