

PE QIQ HOLDING II LIMITED
(the "Company")

WRITTEN RESOLUTIONS of the directors of the Company passed in accordance with the Articles of Association of the Company.

1. Background

It is noted that the purpose of these resolutions is to approve the adoption of the accounts of the Company for the financial year ended on 25 December 2021, comprising a balance sheet and a profit and loss account (the "**Annual Accounts**"). In relation to the same, there are appended hereto:

- (a) the Annual Accounts;
- (b) the Directors' Report; and
- (c) the Strategic Report.

2. Annual Accounts

2.1 It is noted that the Annual Accounts must:

- (a) in the case of the balance sheet, give a true and fair view of the state of affairs of the Company as at the end of the financial year and, in the case of the profit and loss account, give a true and fair view of the profit or loss of the Company for the financial year; and
- (b) comply with English law and relevant accounting standards as to their form and content and be prepared on the basis of the accounting principles set out in legislation.

2.2 It is noted that the shareholders of the Company, PE QIQ Holding Limited ("**PE QIQ**") and Platinum Equity Capital QIQ Partners International IV (Cayman), L.P. ("**PE Cayman**"), have provided their irrevocable agreement (pursuant to section 479A(2)(a) of the Companies Act 2006 ("**CA 2006**")), in their capacity as the holders of the issued share capital of the Company, to the Company being exempted from the requirements of the Companies Act 2006 relating to the audit of the individual accounts of the Company for the financial year ended on 25 December 2021. A copy of that agreement is appended hereto.

2.3 It is further noted that PE QIQ has given a guarantee under section 479C of the Companies Act 2006 in respect of all liabilities to which the Company was subject at the end of the financial year ended on 25 December 2021, until they are satisfied in full. A copy of that guarantee is appended hereto.

2.4 It is noted that, pursuant to s479A CA 2006, the Company is exempt from the requirement to have its Annual Accounts audited. As a result, the balance sheet of the Annual Accounts is required to contain statements that:

- (a) the Company is entitled to an exemption from audit;
- (b) the members have not required the Company to obtain an audit of the Annual Accounts; and
- (c) the directors acknowledge their responsibilities for complying with the requirements of CA 2006 with respect to accounting records and the preparation of accounts.



3. Directors' and Strategic Report

- 3.1 It is noted that the content of the Directors' Report must comply with various provisions of the Companies Act 2006 and subsidiary legislation.
- 3.2 The directors note that the content of the Strategic Report must comply with various provisions of the Companies Act 2006 and subsidiary legislation. In particular, it must contain:
- (a) a fair review of the Company's business; and
 - (b) a description of the principal risks and uncertainties facing the company.
- 3.3 It is noted that the fair review should be a balanced and comprehensive analysis of the development and performance of the Company's business during the financial year and of the position of the Company's business at the end of that year.

4. Approval of the Annual Accounts and the Directors Report

- 4.1 After due and careful consideration by the directors of their responsibilities in relation to the Annual Accounts, the Directors' Report and the Strategic Report, IT IS RESOLVED that:
- (a) the Annual Accounts be and are hereby approved and that any director of the Company be and is hereby authorised to sign the Annual Accounts;
 - (b) the Directors' Report be and is hereby approved and that any director of the Company be and is hereby authorised to sign the Directors' Report; and
 - (c) the Strategic Report be and is hereby approved and that any director of the Company be and is hereby authorised to sign the Strategic Report.

5. Filing

IT IS RESOLVED that the following actions be taken:

- (a) send a copy of the Annual Accounts, the Directors' Report and the Strategic Report to every person entitled to receive notice of general meetings of the Company;
- (b) deliver a copy of the Annual Accounts, the Directors' Report and the Strategic Report to the Registrar of Companies; and
- (c) deliver Form AA06 to the Registrar of Companies in respect of the statutory guarantee by PE QIQ, the parent undertaking of the Company, pursuant to section 479C of the Companies Act 2006, together with each of the documents referred to in s479A(2)(e) of the Companies Act 2006.

Company No. 10866795

WRB 

Mary Ann Sigler
Date:
22 June 2022

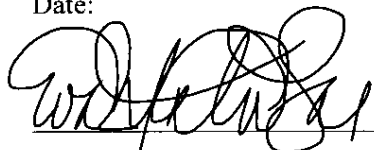
Eva M. Kalawski
Date:

Ian Downie
Date:

Company No. 10866795

Mary Ann Sigler

Date:

A handwritten signature in black ink, appearing to read 'Eva M. Kalawski', written over a horizontal line.

Eva M. Kalawski

Date: 22 June 2022

Ian Downie

Date:

Company No. 10866795

Mary Ann Sigler

Date:

Eva M. Kalawski

Date:

A handwritten signature in black ink, appearing to read 'I. Downie', written over a horizontal line.

Ian Downie

Date: 22 June 2022