

Company No. 10928377

THE COMPANIES ACT 2006

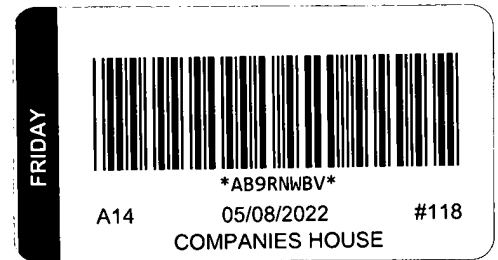
WRITTEN RESOLUTIONS

of

DOUGLAS TOPCO LIMITED

(the "Company")

Circulation Date: 03 August 2022



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors of the above-named Company (the "**Directors**") propose the following resolution (the "**Resolution**"):

SPECIAL RESOLUTION

THAT, pursuant to section 21(1) of the Act, the existing articles of association of the Company (the "**Articles**") be amended by the addition of the new article 12.5. The amended articles will therefore read as follows:


"12.5 Notwithstanding any other provision contained in (i) these Articles, (ii) the Model Articles or (iii) the Companies Act 2006 to the contrary:

- (a) where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to a nominee of such bank, financial institution, trust, fund or other entity (a "**Secured Institution**"), such share (whether fully paid or not) shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these Articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by an official of such Secured Institution that such security interest remains unreleased shall be conclusive evidence of such fact;
- (b) the directors and/or the company shall not decline to register, or suspend registration of, a transfer of shares where the proposed transferee is (i) a Secured Institution, to whom such shares have been charged or mortgaged or otherwise are being transferred by way of security or (ii) a purchaser, transferee or other recipient of the shares from such Secured Institution and a certificate signed by an official of such Secured Institution that the relevant shares are charged shall be conclusive evidence of such fact; and
- (c) Any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles shall not apply on a transfer of any shares where such shares are the subject of a mortgage, charge or other security interest in favour of a Secured

Institution, whether such a transfer be to a Secured Institution or to a purchaser, transferee or other recipient of the shares from such Secured Institution."

We, being the sole member entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Agreement to Resolution

DocuSigned by:


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For and on behalf of

PLAZA BIDCO LIMITED

Date: 03 August 2022