

Company Number 10958604

PE Pioneer Holding III Limited

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

7 December 2020

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions and ordinary resolutions (where applicable) (the "Resolutions"):

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced from GBP 11,209,262.4870 to nil by reducing the sharepremium account of the Company by GBP 11,209,262.4870 to nil.

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

ORDINARY RESOLUTIONS

FINAL CASH DIVIDEND

THAT a final cash dividend recommended by the directors in the amount of GBP 48,615,880 be and is hereby declared AND THAT such dividend be left outstanding on intercompany account between the Company and the sole member of the Company immediately.

FINAL DIVIDENDS IN SPECIE

THAT two final dividends in specie recommended by the directors in the amount of GBP 150,827,697 and GBP 5 (the "Receivables"), be and are hereby declared and that such dividends be satisfied, and shall be satisfied only, by the assignment of the Receivables in accordance with the terms of the Master Assignment, Assumption and Set-Off Agreement, to be entered into between the Company and others on or about the date hereof.

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

[Signature page follows]

MONDAY



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21/12/2020

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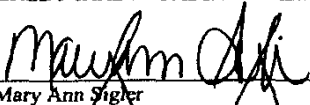
COMPANIES HOUSE

BY ORDER OF THE BOARD


Name: Mary Ann Sigler
Director

AGREEMENT

I/WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolutions.


Mary Ann Sigler
duly authorised signatory for and on behalf of
PE Pioneer Holding II Limited

Dated 7 December 2020

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolutions is being sent or submitted to you at the same time as and together with this document.