

Company No. 11166092

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HONOUR PROJECT MIDCO LIMITED

(the “**Company**”)

28 March 2024 at 20:59 am/pm

(the “**Circulation Date**”)

We, the undersigned, being the sole member of the Company, hereby irrevocably resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the “**2006 Act**”) and agree that the following resolutions shall for all purposes be as valid and effective as if they had been passed as at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1 IT IS RESOLVED THAT:

- (a) the Company be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986; and
- (b) the Liquidators (as defined below) be authorised to value, divide and distribute in specie or in kind to the shareholder all or any part of the assets of the Company as the Liquidators may determine.

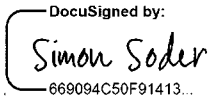
ORDINARY RESOLUTIONS

2 Subject to the passing of the special resolution above, IT IS RESOLVED THAT:

- (a) Sarah Elizabeth Collins and Mark Granville Firmin of Alvarez & Marsal Europe LLP, Park House, 16-18 Finsbury Circus, London EC2M 7EB be appointed as joint liquidators of the Company (the “**Liquidators**”), for the purpose of winding up the Company’s affairs and distributing its assets and that they may jointly or severally exercise any power conferred on them by law or by this resolution and may jointly or severally do any act required or authorised under any enactment to be done by them;
- (b) the Liquidators’ remuneration for dealing with the matters arising in the liquidation be based on the set amount of £15,000 plus disbursements plus VAT, such fees to be paid by a third party pursuant to a separate agreement between the Liquidators and the third party;
- (c) until such time as the Liquidators are released, the books and records of the Company are to be held by Cedar Luxco S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg, having its registered office at 17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg and registered with the

Luxembourg Trade and Companies Register under number B207309, to the order of the Liquidators and may not be destroyed without the express permission of the Liquidators which will not be granted until 12 months after the dissolution of the Company; and

- (d) the Certificate of Appointment of the Liquidators be signed by Simon Söder.

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Honour Project Holdco Limited

Date: 28 March 2024 at 20:59 am/pm