

Company No: 11711583

**WRITTEN RESOLUTIONS**

**of the member of**

**MARKERSTUDY LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTIONS**

**THAT:**

1. the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 54:

*"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "Secured Party") and where the transfer is or is to be:*

- (a) *to a Secured Party or its nominee; or*
- (b) *executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,*

*and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts."*

**ORDINARY RESOLUTIONS**

**THAT:**

2. the directors of the Company are hereby directed to approve the terms of, and the transactions contemplated by, the following documents, copies of which were provided to the members:

- (A) an accession deed (the "**Accession Deed**") in connection with the Company's accession to:
  - (i) the facilities agreement dated 26 January 2021 and entered into between, among others, (1) Venus Midco Limited as the Parent, (2) the Super Senior Arrangers (as defined therein), (3) the Unitranche

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Arrangers (as defined therein) (4) Global Loan Agency Services Limited as the Agent (the "**Agent**") and (5) GLAS Trust Corporation Limited as the Security Agent (the "**Security Agent**") (as amended and restated on 8 July 2021 and as further amended or restated from time to time) (the "**Facilities Agreement**"; and

- (ii) the intercreditor agreement dated 26 January 2021 and entered into between, among others, (1) Venus Midco Limited as the Parent, (2) the Super Senior Arranger, (3) the Original Debtors and Intra-Group Lenders (each as defined therein), (4) the Agent and (5) the Security Agent (the "**Intercreditor Agreement**"; and

- (B) a security accession deed (the "**Security Accession Deed**") in connection with the Company's accession to an English law debenture dated 26 January 2021 between, among others, (1) Venus Midco Limited as the Parent and (2) the Security Agent (the "**Debenture**"), pursuant to which the Company would grant in favour of the Security Agent security over all of its property, assets and undertaking, present and future,

(together, the "**Transaction Documents**") and the execution, delivery and performance by the Company (as the case may be) of the Transaction Documents be and are hereby approved and are for the benefit of and in the best interests of the Company for the purposes of carrying on its business.

**THAT:**

- 3. the directors of the Company are hereby directed to approve the terms and conditions of, and the transactions contemplated by the Transaction Documents and any other documents entered into pursuant thereto, including but not limited to the provisions of any security, guarantees and indemnities and any related confirmations be and are hereby approved, subject to such changes as the Company's directors and/or authorised signatories, in their absolute discretion think fit;
- 4. the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Transaction Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents; and
- 5. the directors and/or authorised signatories of the Company are authorised to do all things necessary in respect of the Transaction Documents and other related documents.

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT  
2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 10 September 2021 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to the written resolutions is as follows:
  - (A) A member signifies his agreement to the proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
    - (i) identifying the resolutions to which it relates, and
    - (ii) indicating his agreement to the resolutions.
  - (B) The document must be sent to the company in hard copy form or in electronic form.
  - (C) A member's agreement to the written resolutions, once signified, may not be revoked.
  - (D) The written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).


**AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION**

We, being the sole eligible member of the Company:

5. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
6. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolution (1) shall take effect as a special resolution and resolutions (2), (3), (4) and (5) shall take effect as ordinary resolutions.

SIGNED for and on behalf of

**VENUS BIDCO LIMITED**

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Date: 10 September 2021