

SHAREHOLDER'S WRITTEN RESOLUTION

Company No. 12888223

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SHAREHOLDER RESOLUTIONS IN WRITING

of

DH OpCo UK Ltd (the "Company")

29 April 2022 (the "Circulation Date")

WE the undersigned, being the sole eligible member of the Company who would at the Circulation Date have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, hereby irrevocably agree in accordance with the provisions of Section 288 of the Companies Act 2006 to the passing of the following resolutions by way of written resolution:

ORDINARY RESOLUTION

THAT each of the documents listed in the attached Schedule (each a "**Document**" and together, the "**Documents**") to which the Company is expressed to be a party is in the best interests, and to the benefit, of the Company and is hereby approved and the Company be and is hereby authorised to enter into the Documents and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by any Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents.

SPECIAL RESOLUTION

THAT the Company's Articles of Association be and are hereby amended by the insertion of a new Clause 33 (*Share Transfers*), namely:

"Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof, where such transfer is:

- a. executed by a bank or institution to which such shares have been mortgaged or charged by way of security, or by any nominee of such a bank or institution, pursuant to a power of sale under such security; or
- b. executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- c. to any such bank or institution, or to any nominee, of such a bank or institution, pursuant to any such security, and a certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."



Unless expressly defined in this written resolution, terms defined in the Documents have the same meaning in this written resolution.


This written resolution will come into effect on the date on which the requisite majority members of the Company entitled to vote on the resolution on its circulation date sign this written resolution.

[the signature page follows]

Dated

29 April 2022

Signed

A handwritten signature in black ink, appearing to be 'NAD' followed by a wavy line, positioned above a dotted line.

For and on behalf of DH Target UK Ltd

NOTES:

1. The circulation date of these resolutions is 29 April 2022. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or her agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Dimeji Ademiju, Weil, Gotshal & Manges (London) LLP by hand or by sending a copy of the signed resolutions in hard copy form by post to Dimeji Ademiju, Weil, Gotshal & Manges (London) LLP, 110 Fetter Lane, London EC4A 1AY or by email to Dimeji.Ademiju@weil.com. An eligible member can also signify his or her agreement to the resolutions by sending an email from his or her email address held by the Company for such purposes to Dimeji Ademiju at Dimeji.Ademiju@weil.com identifying the resolutions and indicating his or her agreement to such resolutions.
3. These resolutions must be passed by 26 May 2022. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.

SCHEDULE DOCUMENTS

1. An accession deed (the “**Accession Deed**”) to be entered into by, amongst others, the Company and BNP Paribas S.A. as senior facility agent and security agent pursuant to which the Company will accede:
 - (a) to the senior facilities agreement originally dated 17 July 2020 between, *inter alios*, Dedalus Finance GmbH as the company and BNP Paribas S.A. as senior facility agent and senior security agent (the “**Agent**” and the “**Security Agent**” respectively) (as amended, amended and restated, supplemented and/or otherwise modified from time to time, the “**Facilities Agreement**”) as an Additional Guarantor (as defined therein) and become bound by the terms of the Facilities Agreement and the other Senior Finance Documents (other than the Intercreditor Agreement, defined below) as if it had been an original party thereto in such capacity; and
 - (b) to the intercreditor agreement dated 17 July 2020, between, *inter alios*, Dedalus Finance GmbH as the company, the Debtors, the Senior Lenders and the Intra-Group Lenders (each as defined therein) (as amended, amended and restated, supplemented and/or otherwise modified from time to time, the “**Intercreditor Agreement**”) as a Debtor and become bound by all the provisions of the Intercreditor Agreement as if it had been an original party thereto in such capacity.
2. A debenture to be entered into by, amongst others, the Company as a chargor and the Security Agent, pursuant to which the Company will grant security in relation to all of the liabilities of the Obligors to the Senior Finance Parties under the Senior Finance Documents (each term as defined in the Facilities Agreement).
3. Any document designated as a Senior Finance Document by the Agent and Dedalus Finance GmbH now or at any time in the future.
4. Any document which amends, novates, supplements, restates or replaces any Senior Finance Document.
5. Any ancillary documents amending, supplementing, integrating or otherwise relating to the Senior Finance Documents including, but not limited to, all documents, notices, deeds, letters, requests, certificates and amendments to which the Company is to be a party in connection with the Accession Deed, the Facilities Agreement and/or the Intercreditor Agreement.