

EXECUTION VERSION

PP Newco 2 Limited (company number 13477997)
(the "Company")

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

Circulation date: 30 July 2021



1 Preamble

- 1.1 The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolutions below (the "**Resolutions**") are passed as ordinary and special resolutions (as applicable) of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 1.2 Capitalised terms used and not otherwise defined in the Resolutions shall have the meanings given in the written resolutions of the sole director of the Company scheduled to these written resolutions (the "**Written Resolutions**").

2 Ordinary Resolutions

- 2.1 **THAT** the entry into and performance by the Company of the Documents to which it is party and the transactions contemplated thereby would promote the success of the Company for the benefit of its members as a whole and are hereby approved.
- 2.2 **THAT** the terms of the Documents to which the Company is party and the performance by the Company of its obligations thereunder are hereby approved, in each case, with such amendments thereto as any Director of the Company may in their absolute discretion approve.
- 2.3 **THAT** any Director is hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as he shall in his discretion deem necessary or appropriate.
- 2.4 **THAT** all other transactions, documents and other matters set out in or contemplated by the Written Resolutions are hereby approved.
- 2.5 **THAT** any step taken or act done by any Director of the Company in connection with the Documents and/or the transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
- 2.6 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the Directors of the Company contained in or incorporated by reference in the Articles, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions.
- 2.7 **THAT** the Directors of the Company be instructed to arrange for:
- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
 - (b) all appropriate forms and documents to be filed at Companies House.

3 Special Resolutions

THAT the articles of association of the Company be amended by adding the following provision as a new article 46.6:

"46.6 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

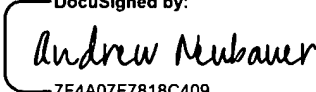
- (a) is to any Secured Party; or*
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or*
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,*

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares.

*For the purposes of this Article "**Secured Party**" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf."*

Agreement:

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the Resolutions be passed as ordinary and special resolutions (as applicable) of the Company.

DocuSigned by:

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For and on behalf of
Parentpay Newco Limited

Date: 30 July 2021

Important:

To signify your agreement to the Resolutions, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
- deliver it by hand or send it by post to the Company's registered office;
- fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of Will Knapp" to 30 St Mary Axe, London, EC3A 8AF; or
- attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to will.knapp@kirkland.com.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Unless, by (and including) the date falling 28 days from the circulation date of these Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.