

No. 13593994

RESOLUTION AMENDING ARTICLES OF ASSOCIATION

REPHINE MIDCO LIMITED

COMPANY NUMBER: 13593994

MEMBERS' WRITTEN SPECIAL RESOLUTION

SPECIAL RESOLUTION

In accordance with Sections 288 to 300 inclusive of the Companies Act 2006, we, being members of the Company who represent not less than 75% of the voting rights of those members who would be entitled to vote on this resolution on the circulation date hereof, agree that the following resolution shall have effect as if passed by the Company in general meeting as a special resolution and accordingly we resolve:

THAT the Articles of Association of the Company be altered by inserting the following new Articles 9.1.6 - 9.1.8:

“9.1.6 Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a **“Secured Institution”**).

9.1.7 Notwithstanding anything contained in these articles and without prejudice to any restrictions required by law or statute, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

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

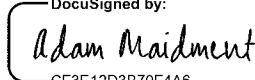
and furthermore notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company, or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever, to require such shares to be transferred to them whether for consideration or not..

9.1.8. The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 9.1.6 (above)).”

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolutions.

The undersigned, being the person(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

DocuSigned by:

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REPHINE TOPCO LIMITED

Date: 12 October 2021

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy, by e-mail, by fax or in electronic form.
- 2 You may not return the Resolutions to the Company by any other method.
- 3 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.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 Unless, within 28 days of the Resolutions, sufficient agreement has been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
- 6 In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.