

Company Number: 14668378

PROJECT PRIMIS BIDCO LIMITED
(the “Company”)

RESOLUTIONS IN WRITING
OF THE MEMBERS OF THE COMPANY

Circulation Date: 25 April 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions of the Company (the “**Ordinary Resolutions**”).

ORDINARY RESOLUTIONS

IT IS hereby RESOLVED:

1. THAT the terms of, and the transactions contemplated by, the following documents (the “**Transaction Documents**”) be and are hereby approved:
 - (a) a facilities agreement to be entered into between (1) Project Primis Midco Limited (as the Parent) (2) the Company (as the Original Borrower) (3) Olympus FinCo S.à r.l. (as the Arranger and the Original Lender) (4) the Company and Project Primis Midco Limited (each as an Original Guarantor) (5) Global Loan Agency Services Limited (as the Agent) and (5) GLAS Trust Corporation Limited and (as the Security Agent) each as defined therein (the “**Facilities Agreement**”).
 - (b) an intercreditor agreement to be entered into between (1) Project Primis Midco Limited (as Parent) (2) the Company (as the Company) (3) Project Primis Midco Limited and the Company (as Original Debtors and Intra-Group Lenders) (4) Apiary Capital Partners I GP LLP in its capacity as general partner of Apiary Capital Partners I LP and others (as Subordinated Creditor) (5) Global Loan Agency Services Limited (as Agent) (6) GLAS Trust Corporation Limited (as Security Agent) and (7) Olympus FinCo S.à r.l. (as Senior Lender and Arranger) (the “**Intercreditor Agreement**”);
 - (c) a debenture to be entered into between, amongst others, (1) the Company and (2) GLAS Trust Corporation Limited (as Security Agent) which includes fixed and floating charges over the Company’s property, assets and undertaking;
 - (d) a guarantee and indemnity to be entered into between, amongst others, (1) the Company and Project Primis Midco Limited (as guarantors) and (2) the Loan Note Holders (as defined therein);
 - (e) a director’s certificate addressed to the Finance Parties (as defined therein) in respect of the Facilities Agreement; and
 - (f) any other ancillary document to the Transaction Documents.

2. THAT the Company be authorised to and it is in the best interests of the Company to enter into, deliver and perform the Transaction Documents (as the same may be amended, varied, supplemented or substituted from time to time) and in accordance with the memorandum and articles of association of the Company or any personal interest of the directors, the directors of the Company are unconditionally authorised and empowered to execute and deliver the Transaction Documents.
3. THAT the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Transaction Documents and its entry into the Transaction Documents would be most likely to promote the success of the Company for the benefit of its members as a whole.
4. THAT the directors 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 notwithstanding any provisions of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors (and any action taken by a director prior to the date of this meeting in respect of the Transaction Documents, including the execution thereof), such actions or entry into documents is hereby ratified and the above mentioned resolutions shall have effect notwithstanding any provisions of the Company's articles of association.

SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (and, together with the Ordinary Resolutions, the "**Resolutions**").

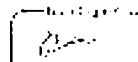
5. THAT the draft articles of association annexed to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

If you agree to the above resolutions, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

We, the undersigned, being the sole member entitled to vote on the above resolutions on
25 April 2023, IRREVOCABLY AGREE to the above resolutions and authorise the Company to enter into the documentation set out in the above resolutions:

I certify that this is a true, complete and up to date written resolutions of the Company and that the resolutions set out above are true, complete and up to date and have not been rescinded or varied in any manner.

Signature:



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Director for and on behalf of **Project Primis Midco Limited**

Notes:

1. If you wish to vote in favour of the Resolutions please sign and date above, and return this document to the Company using one of the following methods only:

By hand/courier to: C/O Browne Jacobson LLP Mowbray House, Castle Meadow Road, Nottingham, United Kingdom, NG2 1BJ

Email: by attaching a scanned copy of this document signed and dated by you to an email and sending it to mateusz.partyka@brownejacobson.com.

2. If you do not agree with the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once your agreement to the Resolutions has been signified, it may not be revoked.
4. Unless sufficient agreement to pass the Resolutions is received before the end of the period of 28 days beginning with the Circulation Date, the Resolutions will lapse and be of no effect. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of such period.