

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Dar Global UK No. 1 Ltd (the "Company")

Company number: 14751868

Circulation date: 28 March 2024



We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, HEREBY PASS the following resolutions (the "Resolutions") as written resolutions of the Company:

BY SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended by inserting a new Article 26(6) as follows:

"26(6) Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registrations thereof where such transfer is:

- (a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a Secured Institution), or to any nominee of such Secured Institution, pursuant to any such security;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security."

2. **THAT** the articles of association of the Company be amended by the insertion of a new Article 26(7) as follows as follows:

"Notwithstanding anything contained in these Articles or otherwise:

- (a) any rights of existing members to receive notice, any right of pre-emption to any share in the Company, or any right to have any share transferred to any of the existing

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members whether for consideration or not, shall not apply to any transfer of shares;
and

- (b) the Company shall have no lien on any share which is subject to a mortgage or charge in favour of another person, or which could otherwise be transferred under article 26 to any other person."

BY ORDINARY RESOLUTION

3. **THAT** the terms of, and the transactions contemplated by, the documents listed in Schedule 1 hereto (if at the date of this resolution not in final agreed form, then with such amendments as any director of the Company may in his absolute discretion approve or think fit) (the "**Finance Documents**") be and are hereby approved and would promote the success of the Company for the benefit of its members as a whole and would be for the further benefit and advantage of the Company to enter into the Finance Documents.
4. **THAT** the entry into and execution of the Finance Documents by the Company be and are hereby approved.
5. **THAT** the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Finance Documents and any documents relating thereto as they shall deem necessary or appropriate.

Signed for and on behalf of the sole member of the Company:

DocuSigned by:

.....968386828678493.....

For and on behalf of Dar Al Arkan Global UK Holdings Ltd as sole member

Print name: Ziad El Chaar

15/4/2024 | 14:56 BST
Date

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SCHEDULE 1

FINANCE DOCUMENTS

1. A facility agreement to be entered into between, amongst others, the Company as Borrower, Emirates NBD Bank (P.J.S.C), London Branch, as original lender, agent and security agent (the **Security Agent**);
2. a debenture to be entered into by the Company as chargor and the Security Agent;
3. a subordination agreement to be entered into by the Company as subordinated debtor, Dar Al Arkan Global UK Holdings Ltd as the subordinated creditor and the Security Agent;
4. a certificate of the Company (to be signed by a director) certifying and confirming various matters, including certain documents to be provided pursuant to Part 1 of Schedule 2 (*Conditions precedent*) to the Facility Agreement; and
5. any other communication, document, notice or form required in connection with the Facility Agreement or other Finance Documents.

NOTES

1. The Circulation Date of the Resolutions is 28 March 2024.
2. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to Clyde & Co LLP, 138 Houndsditch, London, EC3A 7AR marked "For the attention of Emma-Jane Taylor".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to emma-jane.taylor@clydeco.com. Please enter "Written resolutions of Dar Global UK No. 1 Ltd" in the e-mail subject box.

If you do not agree with the Resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. These Resolutions shall lapse unless sufficient agreement for the Resolutions to be passed is received on or prior to the date following 28 days after the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us on or prior to such date.
5. 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.
6. A copy of the Resolutions was sent to the Company's auditors on the Circulation Date pursuant to section 502(1) of the Companies Act 2006.