



Company Number NI632949  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF  
Cobra Bidco Limited (the "Company")

MONDAY



JNI 04/01/2021 #17  
COMPANIES HOUSE

Circulation Date: 18 December 2020 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "**Directors**") propose that the following resolutions be passed as ordinary resolutions (the "**Ordinary Resolutions**") and special resolutions (as applicable), together the "**Resolutions**". For the purpose of the Ordinary Resolutions, the term "**Finance Documents**" has the meaning given to it in a senior and supersenior multicurrency term and revolving facilities agreement dated 24 October 2020 between, amongst others, Mobilise (Midco 2) Limited as parent, Mobilise (Bidco) Limited as original borrower, Global Loan Agency Services Limited as agent, Five Arrows Managers LLP as arranger, the financial institutions listed in part 2 of schedule 1 thereto as original lenders and GLAS Trust Corporation Limited as security agent (the "**Senior Facilities Agreement**").

Copies of the Senior Facilities Agreement, and the Finance Documents were supplied to the sole shareholder prior to the date of these written resolutions.

#### ORDINARY RESOLUTIONS

- 1 **THAT** the execution, delivery and performance of the documents that the Company is proposing to enter into in connection with the Senior Facilities Agreement as listed in the Annex to this written resolution (the "**Documents**"), the terms of the Documents and the transactions contemplated by the Documents are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit); copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
- 2 **THAT** the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
- 3 **THAT** these resolutions should have effect notwithstanding any provision of the Company's articles of association.
- 4 **THAT** notwithstanding any personal interest:
  - (a) any Director of the Company, either singly in the case of an agreement signed under hand or, (a) with any other Director of the Company or (b) in the presence of a witness who attests the signature, in the case of a deed, be authorised to sign or execute (as applicable) and deliver the Documents on behalf of the Company (with such amendments thereto as such officers) shall in his absolute discretion think fit;
  - (b) any Director of the Company, either singly in the case of an agreement signed under hand or, (a) with any other Director of the Company or (b) in the presence of a witness who attests the signature, in the case of a deed, be authorised to do all such acts, including to execute any deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith; and
  - (c) if any Document or related document agreed by a Director needs to be executed as a deed, that it be executed as a deed in accordance with section 44 of the Companies Act 2006.

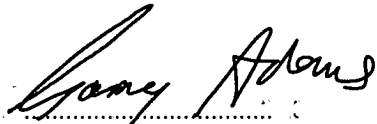
### **SPECIAL RESOLUTIONS**

- (1) **THAT** the draft new articles of association, in the form attached to these Resolutions, be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

## AGREEMENT

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

THE UNDERSIGNED, the sole shareholder of the Company entitled to vote on the above Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREES to the Resolutions.

Signed by   
For and on behalf of  
**Cobra Midco Limited**

18 December  
Date ..... 2020

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by attaching a scanned copy of the signed document to an email and sending it to [jonathan.howie@shlegal.com](mailto:jonathan.howie@shlegal.com) and then posting the original to Stephenson Harwood LLP, Number 1 Finsbury Circus, London, EC2M 7SH for the attention of Jonathan Howie **by the date falling 28 days after the Circulation Date**. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
2. 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 and the Resolutions will lapse.

## ANNEX

Terms defined in this annex shall have the same meaning as given to them in the Senior Facilities Agreement.

- 1 An accession deed to the Senior Facilities Agreement and the Intercreditor Agreement;
- 2 an accession deed to the Debenture in favour of the Security Agent (as defined therein) which would secure all liabilities of Mobilise (Midco 2) Limited and any other Obligor to the Finance Parties under the Finance Documents and any notices to be served thereunder;
- 3 a Northern Irish law debenture in favour of the Security Agent;
- 4 a formalities certificate to be entered into by the Company certifying and confirming various matters, including certifying certain documents to be provided pursuant to Part 2 of Schedule 2 (*Conditions precedent required to be delivered by an Additional Obligor*) to the Senior Facilities Agreement; and
- 5 any other Transaction Documents to which the Company is a party.