

G4S Care and Justice Services (UK) Limited
Registration number 00390328

(the *Company*)

TUESDAY



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COMPANIES HOUSE

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

Circulation date: 25 August 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 resolution below (the *Resolution*) is passed as a special resolution of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolution 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 Resolution shall have the meanings given in the resolutions of the board of directors of the Company scheduled to the Resolution (the *Written Board Resolutions*).

2 Special Resolution

THAT the provisions of the Articles be altered by the insertion of the following as a new article 46.6:

“46.6 Notwithstanding anything contained in these articles or otherwise, any restrictions on the transfer of shares contained in the articles or otherwise shall not apply to, and the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

- (a) in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such bank, lender, financial institution or other person) (a *Financial Institution*) to which or whom such shares are being transferred by way of security (whether such Financial Institution is acting as agent, trustee or otherwise);
- (b) duly executed by a Financial Institution to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; and/or
- (c) duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares,

and any present or future lien on shares howsoever arising which the Company shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or a subsidiary of a Financial Institution or which are transferred in accordance with the provisions of this article 46.6. For the purposes of this article 46.6, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section

1161(1) of the Act) or other association (whether or not have separate legal personality) or any two or more of the foregoing.”

[Signature page follows]

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 Resolution be passed as a special resolution of the Company.

DocuSigned by:



4F7CEDAB56FE473
For and on behalf of

G4S Regional Management (UK & I) Limited

Date: 27 August 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 Nicholas Wendland" 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 nicholas.wendland@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.