

HC-ONE OVAL LIMITED
(COMPANY NO. 10257888)
(THE "COMPANY")

WRITTEN RESOLUTIONS OF THE SHAREHOLDER

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, are entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolution as a special resolution:

1. **THAT** the articles of association of the Company be amended by inserting the following as a new article 37A:

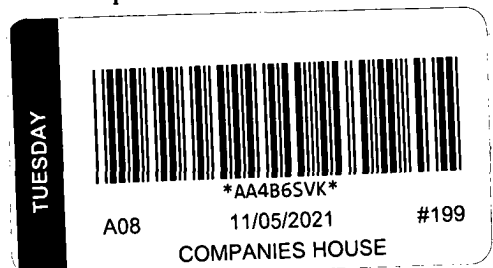
37A. Secured Lender

- (1) Notwithstanding anything contained in these articles, the directors may not decline to register any transfer of shares and may not suspend any registration thereof, where such transfer is:
- (a) to a bank or institution or other secured creditor to which such shares have been charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Lender**"), or to any nominee of such Secured Lender, pursuant to any such security;
 - (b) executed by a Secured Lender 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 Lender or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary in these articles:

- (d) no transferor of any shares or proposed transferor of such shares to a Secured Lender or to its nominee;
- (e) no Secured Lender or its nominees; and
- (f) no receiver or manger appointed by or on behalf of a Secured Lender or its nominee,

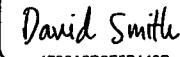
shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the company or any of them, and no such member shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.



- (2) Notwithstanding anything contained in these articles, the company shall have no lien on any shares which have been charged by way of security to a Secured Lender.

Please read the notes at the end of this document before signifying your agreement to the resolution.

Signed by its duly authorised representative

DocuSigned by:

Signed:
For and on behalf of

FC OVAL BIDCO LIMITED

Date: 27 April 2021

NOTES

1. Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
2. If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company.
3. If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.