

Company No 13907271

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ISLAND MIDCO 2 LIMITED

(the "Company")

27 July

2022 (the "Circulation Date")

WEDNESDAY



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10/08/2022

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the "**Directors**") propose that the following resolutions are passed as written resolutions of the Company, having effect, in the case of resolutions 1 to 4, as ordinary resolutions, and in the case of resolution 5 as a special resolution (together, the "**Resolutions**", and each a "**Resolution**"):

ORDINARY RESOLUTION

1. **THAT**, in addition to any previous authority, the Directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company up to an aggregate nominal amount of \$3,799.45.

The authority granted pursuant to this Resolution 1 will expire on the date being five years from the date on which this Resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted or rights to be granted after this authority expires and the directors may allot shares and grant rights pursuant to such offer or agreement as if this authority had not expired.

2. **THAT** the execution, delivery and performance by the Company of the documents listed in Appendix 1 to which it is a party (the "**Documents**") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved.
3. **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors.
4. **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.

SPECIAL RESOLUTION

5. **THAT** the articles of association attached to this Resolution at Appendix 2 be and are hereby approved and adopted as the new articles of association of the Company, in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

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

The undersigned, being such persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

DocuSigned by:

.....474308BEB6674B1.....
for and on behalf of **ISLAND MIDCO 1 LIMITED**

27 July 2022

.....
Date

NOTES

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 Damini Kotecha, Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES;
- **Post:** returning the signed copy by post to Damini Kotecha, Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES;
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to damini.kotecha@pinsentmasons.com. Please enter "Written resolutions dated *[insert date]*" in the e-mail subject box.

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.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Unless agreement is provided by you within the period of 28 days beginning with the Circulation Date, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

APPENDIX 1

1. The security trust deed to be entered into on or about the date hereof between (1) MML UK Advisor LLP (as Security Trustee); (2) the Beneficiaries (as defined therein); (3) MML Capital Europe VII S.À R.L. (as Investor); and (4) the Companies (as defined therein, and including the Company).
2. The loan note guarantee and debenture to be entered into between (1) the Chargors (as defined therein, and including the Company); and (2) MML UK Advisor LLP (as Security Trustee).
3. Any other documents ancillary to, or to be entered into by the Company in connection with the documents listed above.

APPENDIX 2