

PRIVATE COMPANY LIMITED BY SHARES**WRITTEN RESOLUTION**

of

APT SOFTWARE LIMITED**Registered Number: 02603226**(the "**Company**")

WEDNESDAY



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06/01/2021

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COMPANIES HOUSE

22 December

2020 (the "**Circulation Date**")

Pursuant to Section 281 and Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions and special resolutions (as applicable) (together, the "**Resolutions**").

Unless otherwise defined or the context otherwise requires, words and expressions defined in the Facilities Agreement (as defined below) bear the same meanings when used in this Written Resolution. For the avoidance of doubt, references to the "Company" herein shall be references to the "Company" as defined herein, unless otherwise defined.

ORDINARY RESOLUTIONS

- 1 **THAT** the terms and conditions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the Company's banking and finance arrangements be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company (including as adopted by Resolution 7 below) or any personal interest of any of the directors) the directors and the company secretary of the Company be and are hereby empowered, authorised and directed to complete and enter into such documents, being:
 - 1.1 a facilities agreement (the "**Facilities Agreement**") to be entered into between (1) ClearCourse Partnership AcquireCo Holdings Limited (as Parent), (2) ClearCourse Partnership AcquireCo Finance Limited (as Original Borrower), (3) the Company and others (as Original Guarantors), (4) the financial institutions listed in Part II of Schedule 1 thereto (as Original Lenders), (5) Sixth Street Specialty Lending Europe II Advisors Ltd (as Agent) and (6) Sixth Street Specialty Lending Europe II Advisors Ltd (as Security Agent);
 - 1.2 a debenture to be entered into by (1) the Company and others (as Chargors) and (2) the Security Agent (as Security Agent) pursuant to which the Company and others will grant Security over their respective businesses, assets and undertakings to the Security Agent;
 - 1.3 a written resolution of the Company's wholly owned subsidiary, APT Solutions Limited (Company Number: 02228445) (the "**Subsidiary**") seeking the Company's approval for the Subsidiary's entry into the Finance Documents to which they are a party;
 - 1.4 an intercreditor deed between, among others, (1) ClearCourse Partnership AcquireCo Holdings Limited as the Parent, (2) ClearCourse Partnership AcquireCo Finance Limited as the Company (as defined in the Facilities Agreement) and the other Original

Guarantors (such definition including the Company) as Debtors and Intra-Group Lenders, (3) ClearCourse Partnership AcquireCo Limited ("**AcquireCo**") as Subordinated Creditor, (4) the Agent (as the Senior Agent), (5) the Security Agent and (6) the Original Lenders; and

- 1.5 any other documents required to be entered into by the Company in connection with the Facilities Agreement and the documents referred to above,

(together, the "**Documents**");
- 2 **THAT** the terms of, and the transactions contemplated by, the Documents are in the best interests of the Company and the entry into by the Company of the proposed transactions substantially on the terms in the Documents will promote the success of the Company for the benefit of its members as a whole;
- 3 **THAT** the directors have the authority of the Company to approve the terms of, and the transactions contemplated by, the Documents;
- 4 **THAT** any director and/or the company secretary of the Company be and are hereby empowered, authorised and directed to enter into and to sign those of the Documents and all documents ancillary to them required to be signed under hand on behalf of the Company;
- 5 **THAT** any two directors or any director and the company secretary of the Company or any director of the Company in the presence of a witness (each an "**Authorised Officer**") be and are hereby empowered, authorised and directed to enter into and to execute and deliver as a deed on behalf of the Company those Documents and all documents ancillary to them which are required to be executed and delivered as a deed; and
- 6 **THAT** any Authorised Officer be authorised:
 - 6.1 to execute any notice, certificate or other document required to be executed or delivered on behalf of the Company pursuant to any of the Documents;
 - 6.2 to agree any amendments to the form of the Documents; and
 - 6.3 to certify as true, complete and up to date copies of any documents required to be delivered to any person in connection with the Documents, including a copy of this Written Resolution.


SPECIAL RESOLUTION

- 7 **THAT** the articles of association appended to this Resolution (the "**New Articles**"), and initialled by a director of the Company for identification, are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all 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 a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to each of the Resolutions.

Signed:  *Gerard Gualtieri* Dated: 22 December 2020

for and on behalf of
Stratum Holdings Limited

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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:
 - (a) **By Hand:** delivering the signed copy addressed to the directors of the Company at the Company's registered office; or
 - (b) **Post:** returning the signed copy by post addressed to the directors of the Company at the Company's registered office.
- 2 If you do not agree to all of 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 Unless, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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.