

Company No. 02841970

BMG RESEARCH LTD

(the “Company”)

Written resolutions of the Company pursuant to

s.281 and Part 13 Ch 2 Companies Act 2006

Date of circulation: 24 March 2023

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as ordinary resolutions and special resolutions (the “Resolutions”). The undersigned, being all the holders of the issued shares of the Company who, at the date set out above, would be entitled to vote on the Resolutions, hereby agree pursuant to s.288 of the Companies Act 2006 to the passing of the following Resolutions by way of written resolution:

ORDINARY RESOLUTION

Resolution

- 1 THAT, in connection with a senior facilities agreement (the “Senior Facilities Agreement”) originally dated 22 July 2021 and as amended on 15 December 2022 and entered into between, among others, (1) RSK Group Limited as Parent and Original Borrower, (2) Ares Management Limited as Arranger, Agent and Security Agent, and (3) the financial institutions listed therein as Original Lenders, the sole member of the Company hereby approves the terms of, and the transactions contemplated by, the following documents to which the Company is party to:
 - 1.1 a deed of accession, pursuant to which the Company will accede to the Senior Facilities Agreement as a Guarantor pursuant to Clause 30.4 (Additional Guarantors) of the Senior Facilities Agreement, and will accede as an Intra-Group Lender and Debtor to an intercreditor agreement dated 06 August 2021 and entered into between, among others the Parent, the Agent, the Security Agent and the Original Lenders (as each such term is defined therein) and:
 - 1.1.1 guarantee to each Finance Party punctual performance by each Obligor of all that Obligor’s liabilities under the Finance Documents (as such terms are defined in the Senior Facilities Agreement);
 - 1.1.2 undertake with each Finance Party that whenever an Obligor does not pay any amount when due under any Finance Document (as such terms are defined in the Senior Facilities Agreement), it shall immediately on demand pay that amount as if it was the principal obligor; and
 - 1.1.3 agree with each Finance Party (as such term is defined in the Senior Facilities Agreement) that if any amount claimed by a Finance Party is not recoverable on the basis of a guarantee, it will indemnify that Finance Party against any cost, loss or liability it incurs as a result of an Obligor not paying an amount when due (the amount payable by the Company not to exceed the amount it would have had to pay if the amount claimed had been recoverable on the basis of a guarantee),

(the above obligations being together the “Guarantees”); and
 - 1.2 a deed of accession, pursuant to which the Company will accede to a debenture dated 06 August 2021 (the “Debenture”), and under which the Company will grant certain fixed and floating charges and assignments by way of security over all of the Company’s undertaking, property and assets in order to secure all the Company’s liabilities and obligations under and

in connection with the Finance Documents (as defined in the Senior Facilities Agreement) (including the Guarantees); and

- 1.3 a certificate addressed to the Agent on behalf of the Finance Parties in which the sole director and/or directors (as applicable) of the Company would make certain certifications required as conditions precedent to the Senior Facilities Agreement.

SPECIAL RESOLUTION

- 1 THAT, with immediate effect, the draft articles of association attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

IT IS RESOLVED that these written resolutions be annexed or attached to the minute book of general meetings of the Company

Agreement to Resolutions

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

The undersigned, a person entitled on the date set out above to vote on the Resolutions, hereby irrevocably agrees to the Resolutions.

Sole Member

Signed by Abigail Draper
.....
(print name of signatory)
for and on behalf of BMG Research Holdings
Limited

Signature *Abigail Draper*
.....

Date: 24 March 2023

NOTES

Procedures for signifying agreement

1. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above.

Period for agreeing to written resolution

2. Unless, by the end of the period of 28 days from the date of this resolution sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

3. 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.