

Company No. 03335609

The Companies Act 2006



Private Company Limited by Shares

Written Resolution

of

PIH Holdings Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution below is passed by the members of the Company as a special resolution.

We, the undersigned, being entitled as at the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolution be passed as a written resolution having effect as a special resolution of the Company:

Capitalised terms used in this written resolution shall have the same meaning ascribed to it in the Credit Agreement (as defined below) unless otherwise defined herein.

Special Resolution

1. **That** the articles of association of the Company are to be amended by inserting the following provisions:

Notwithstanding any other provision contained in these Articles or the Companies Act 2006 to the contrary:

- (a) *Where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles of association or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of fact.*
- (b) *The directors and/or the Company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact.*
- (c) *Any pre-emption rights conferred on existing members or any other person by these articles of association or otherwise and any other restrictions on the transfer of shares contained in these articles of association shall not apply where shares are being transferred by way of security to a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of*

such bank, financial institution, or other entity) or a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity.

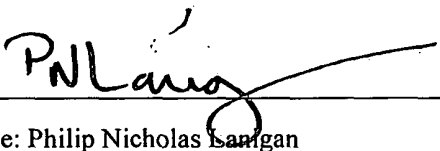
Date of circulation: 19th August 2022

(Signature page to follow)

Important:

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

The undersigned, being the person entitled to vote on the resolutions on the date of circulation, hereby irrevocably agrees to the Special Resolution.



Date of signature 19th August 2022

Name: Philip Nicholas Langan

Title: Authorised Signatory

For and on behalf of **Pipeline Technique Ltd.**

IMPORTANT

Notes to shareholders about the proposed Written Resolution

2. If you agree with the Resolution, 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 Post:** returning the signed copy by post to Daniella van Wyk at White & Case, 5 Old Broad Street, London, EC2N 1DW.
 - (b) **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering "Written Resolution" in the subject line and sending it to daniella.vanwyk@whitecase.com.

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.

3. Unless, by (and including) the date falling 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. Once given, your agreement to the Resolution may not be revoked.
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.

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.