

Company No: 07110006

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTION
passed as
WRITTEN RESOLUTIONS
of
PKL Intermediate Limited
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and the Company's Articles of Association, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as detailed below.

ORDINARY RESOLUTIONS

1. **THAT** the Company, in good faith and for the purpose of carrying on its business, accede to a debenture in favour of Ares Management Limited creating fixed and floating charges over all of its assets, both present and future (the "**Accession Deed - Debenture**") and perform its obligations and exercise its rights in relation to the Debenture.
2. **THAT** the Company, in good faith and for the purpose of carrying on its business, accede to the facilities agreement to be made between, amongst others, P27 Midco Limited, P27 Bidco Limited and Ares Management Limited (in various capacities) (the "**Facilities Agreement**") as a guarantor and to the intercreditor agreement to be entered into between, amongst others, P27 Midco Limited, P27 Bidco Limited, P27 Topco Limited and Ares Management Limited the "**Intercreditor Agreement**") as a debtor pursuant to a deed of accession (the "**Accession Deed - Facilities Agreement and Intercreditor Agreement**", together with the Accession Deed - Debenture being the "**Deeds of Accession**") and be bound by the terms of both the Facility Agreement and the Intercreditor agreement.
3. **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Deeds of Accession and the performance of its obligations and the exercise of its rights in relation to the Deeds of Accession, including as regards approval and execution and delivery of the Deeds of Accession to which it is to be party and all related matters.



SPECIAL RESOLUTIONS

THAT, with effect from the passing of this resolution, the articles of association set out in the document attached to this resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of the Company.

AGREEMENT

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

We, the undersigned, being the persons entitled to vote on the above resolutions, irrevocably agree to such resolutions and hereby resolve that the above resolutions are approved and passed:

Name of Shareholder

Signature

Date of Signature

PKL Topco Limited


.....

31 July 2019.....

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document to PKL Topco Limited for the attention of
2. 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.
3. If sufficient agreement is not received within 28 days of the date of this document then the resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches the Company before that date.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. 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.

Company No. 07110006

Articles of Association of PKL Intermediate Limited

Incorporated 21 December 1999
Adopted by special/written resolution passed on

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PKL INTERMEDIATE LIMITED

Adopted by special resolution passed on 31 July 2019

1. PRELIMINARY

The model articles of association for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 in force on the date when these Articles become binding on the Company ("Model Articles") (a copy of which is annexed) apply to the Company except in so far as they are excluded or varied by these Articles.

2. INTERPRETATION

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"2006 Act"	the Companies Act 2006 (as amended from time to time)
"these Articles"	these Articles of Association as amended from time to time
"electronic means"	has the meaning given in section 1168 of the 2006 Act
"eligible directors"	has the meaning given in Model Article 8(3)
"Majority Shareholder"	a shareholder or shareholders together holding a majority of the voting rights in the Company (within the meaning of section 1159(1) of and paragraph (2) of Schedule 6 to the 2006 Act)
"Statutes"	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation or other subordinate legislation in force from time to time relating to companies and affecting the Company
"United Kingdom"	Great Britain and Northern Ireland

2.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification of the same not in force when these Articles become binding on the Company.

2.3 References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

3. **UNANIMOUS DECISIONS OF DIRECTORS**

A decision of the directors may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing. Model Article 8(2) shall not apply to the Company.

4. **CALLING A DIRECTORS' MEETING**

4.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. Model Article 9(1) shall not apply to the Company.

4.2 Notice of a directors' meeting shall be given to each director in writing. Model Article 9(3) shall not apply to the Company.

5. **QUORUM FOR DIRECTORS' MEETINGS**

The following shall be added as paragraph (4) to Model Article 11:

"(4) If, as a consequence of section 175(6) of the 2006 Act, a director cannot vote or be counted in the quorum at a directors' meeting then the following shall apply:

- (a) if the eligible directors participating in the meeting do not constitute a quorum then the quorum for the purposes of the meeting shall be reduced by one for each director who cannot vote or be counted in the quorum; and
- (b) If despite sub-paragraph (a) the eligible directors participating in the meeting still do not constitute a quorum or there are no eligible directors then the meeting must be adjourned to enable the shareholders to authorise any situation in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company."

6. **DIRECTORS' INTERESTS**

6.1 Subject to these Articles and the 2006 Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director:

- (a) may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
- (b) may hold any other office or employment with the Company (other than the office of auditor);
- (c) may be a director or other officer of, or employed by, or be a party to any transaction or arrangement with or otherwise interested in any body corporate in which the Company is in any way interested;
- (d) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested (other than as auditor); and
- (e) shall not be accountable to the Company for any benefit which he receives or profits made as a result of anything permitted by **Articles (a) to (d)** and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

6.2 Except for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which a director or any other interested director may have or where the terms of authorisation of such conflict provide that a director may not vote in situations prescribed by the directors when granting such authorisation, a director will be entitled to participate in the decision making process for voting and quorum purposes on any of the matters referred to in **Articles 6.1(a) to 6.1(d)** and in any of the circumstances set out in Model Articles 14(3) and 14(4).

6.3 For the purposes of these Articles references to decision making process includes any directors' meeting or part of a directors meeting.

6.4 For the purposes of **Article 6.1**:

- (a) a general notice given in accordance with the 2006 Act is to be treated as a sufficient declaration of interest;
- (b) a director is not required to declare an interest either where he is not aware of such interest or is not aware of the transaction or arrangement in question; and
- (c) an interest of a director who appoints an alternate director shall be treated as an interest of the alternate director.

6.5 Model Articles 14(1), 14(2) and 14(5) shall not apply to the Company.

7. **APPOINTMENT AND REMOVAL OF DIRECTORS**

7.1 In addition to the powers granted by Model Article 17(1), the Majority Shareholder may at any time, and from time to time, appoint any person to be a director, either as an additional director or to fill a vacancy and may remove from office any director however appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the Majority Shareholder or, if the Majority Shareholder is a body corporate, signed by one of its directors or duly authorised officers or by its duly authorised attorney.

7.2 Model Article 17(1)(b) shall be amended by the insertion of the words "subject to the prior approval in writing of the Majority Shareholder" before the words "by a decision of the directors".

8. **TERMINATION OF DIRECTOR'S APPOINTMENT**

In addition to the circumstances set out in Model Article 18 (a) to (f) (inclusive) a person ceases to be a director as soon as that person is removed from office as a director pursuant to **Article 7.1**

9. **DIRECTORS' PENSIONS AND GRATUITIES**

In addition to the provisions of Model Article 19(3)(b), the directors may exercise all the powers of the Company to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for present or former directors or employees (or their dependants) of the Company or any subsidiary undertaking (as defined in section 1162 of the 2006 Act) or associated undertaking (as defined in section 479(4) of the 2006 Act) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

10. **ALTERNATE DIRECTORS**

10.1 **Appointment and removal of alternates**

- (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person the Majority Shareholder, to:
 - 10.1.a.1 exercise that director's powers; and
 - 10.1.a.2 carry out that director's responsibilities,in relation to participation in directors' meetings and the taking of decisions by the directors in the absence of the alternate's appointor.
- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the Majority Shareholder.
- (c) The notice must:

- 10.1.c.1 identify the proposed alternate; and
- 10.1.c.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

10.2 **Rights and responsibilities of alternate directors**

- (a) An alternate director has the same rights, in relation to participation in directors' meetings and the taking of decisions by the directors and in relation to directors' written resolutions, as the alternate's appointor.
- (b) An alternate director may act as an alternate director for more than one appointor.
- (c) Except as these Articles specify otherwise, alternate directors:

- 10.2.c.1 are deemed for all purposes to be directors;
- 10.2.c.2 are liable for their own acts and omissions;
- 10.2.c.3 are subject to the same restrictions as their appointors; and
- 10.2.c.4 are not deemed to be agents of or for their appointors.

and, each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

- (d) A person who is an alternate director but not a director:
 - 10.2.d.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - 10.2.d.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate).

No alternate may be counted as more than one director for such purposes.

- (e) A director who is also an alternate director is entitled, in his absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.
- (f) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.

10.3 **Termination of alternate directorship**

- (a) An alternate director's appointment as alternate terminates:
 - 10.3.a.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - 10.3.a.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - 10.3.a.3 on the death of the alternate's appointor; or

- 10.3.a.4 when the alternate's appointor's appointment as a director terminates.

11. **ALTERNATE DIRECTORS' EXPENSES**

Model Article 20 shall be amended by the insertion of the words "(including alternate directors)" before the words "properly incur".

12. **SHARES**

12.1 The directors are prohibited from exercising any of the powers conferred upon them by section 550 of the 2006 Act.

12.2 In accordance with section 567(1) and (2) of the 2006 Act, sections 561(1) and 562 (1) to (5) (inclusive) of that Act shall not apply to the Company.

12.3 The Company is authorised to purchase its own shares out of capital up to the annual limit in accordance with section 692 of the 2006 Act.

13. **TRANSFER OF SHARES**

Model Article 26(5) shall not apply to the Company.

14. **Transmittees bound by prior notices**

Model Article 29 shall be amended by the insertion of the words ", or the name of any person nominated under Model Article 27(2), "after the words "the transmittee's name".

15. **NOTICE OF GENERAL MEETINGS**

Every notice convening a general meeting shall:

15.1 comply with section 325(1) of the 2006 Act as to giving information to shareholders relating to their right to appoint proxies; and

15.2 be given in accordance with section 308 of the 2006 Act, that is in hard copy form, electronic form or by means of a website.

16. **PROCEEDINGS AT GENERAL MEETINGS**

16.1 If a quorum is not present within half an hour of the time at which a general meeting is due to start or if, during a general meeting, a quorum ceases to be present the directors must adjourn it.

16.2 When adjourning the general meeting the directors must specify that the meeting is adjourned either:

(a) to the same day, place and time the following week; or

(b) to another day, place and time to be decided by the directors.

16.3 If a quorum is not present within half an hour of the time at which the adjourned meeting is due to start the shareholder or shareholders present in person or by proxy or by corporate representative and who are entitled to vote shall:

(a) constitute a quorum; and

(b) have power to decide on all matters which could have been transacted at the meeting which was adjourned.

16.4 Model Article 41 shall not apply to the Company.

17. **WRITTEN RESOLUTIONS**

- 17.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 17.2 For the purposes of this **Article 17** "circulation date" is the date on which copies of the written resolution are sent or submitted to shareholders or, if copies are sent or submitted on different days, to the first of those days.

18. **COMPANY COMMUNICATION PROVISIONS**

18.1 Where:

- (a) a document or information is sent by post (whether in hard copy or electronic form) to an address in the United Kingdom; and
- (b) the Company is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient 24 hours after it was posted.

18.2 Where:

- (a) a document or information is sent or supplied by electronic means; and
- (b) the Company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient immediately after it was sent.

18.3 Where a document or information is sent or supplied by means of a website, it is deemed to have been received by the intended recipient:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

18.4 Pursuant to section 1147(6) of the 2006 Act, subsections (2) (3) and (4) of that section shall be deemed modified by **Articles 18.1, 18.2 and 18.3.**

18.5 Subject to any requirements of the 2006 Act, documents and notices may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.