

COMPANIES ACT 2006

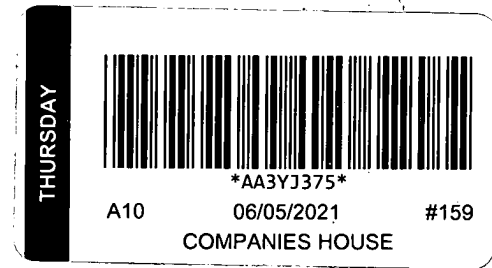
WRITTEN RESOLUTION

of

Silentnight Holdings Limited (the "Company")

Company number 07627383

Circulation date: 29 April 2021



Resolutions

Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company.

Terms and expressions defined in the board resolutions of the Company dated on or around the date of these resolutions shall have the same meaning in these written resolutions unless otherwise defined.

We, the undersigned, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolutions be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company.

Special Resolution

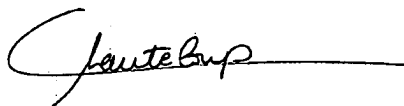
THAT the articles of association of the Company be amended in the form set out in the Annex to this written resolution by inserting the following Articles as new Articles:

- "6.5 Notwithstanding anything contained in these Articles 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."
- "9.7 Notwithstanding anything contained in these Articles 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."
- "11.5 Notwithstanding anything contained in these Articles 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."

Executed by **H.I.G. EUROPE -
SILENTNIGHT S.À R.L.** a company
incorporated in Luxembourg, and signed on
its behalf by its managers who, in
accordance with the laws of that territory,
are acting under the authority of the
company:

Manager



Name of Manager

.....
Daphné Chanteloup, A Manager
.....

Manager



Name of Manager

.....
Philippe Leclercq, B Manager
.....

Date: 29 April 2021

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
 - (a) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Ayanda Kweyama;
 - (b) by faxing it to Goodwin Procter (UK) LLP marked for the attention of Ayanda Kweyama; or
 - (c) by sending it as an attachment to an email to akweyama@goodwinlaw.com.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
- 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.