

Paddington Block A (GP) Limited (company number 09320570)
(the "Company")

**acting in its own capacity and
in its capacity as general partner of**

Paddington Block A LP (registered number LP016372)
(the "Partnership")

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

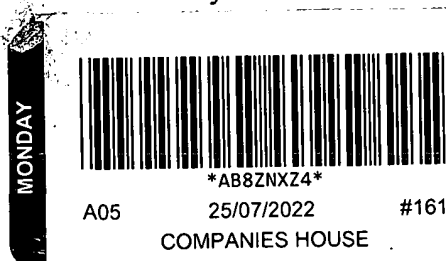
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1 Preamble

- 1.1 The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolutions below (the "**Resolutions**") are passed as ordinary resolutions and special resolutions of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 1.2 Capitalised terms used and not otherwise defined in the Resolutions shall have the meanings given in the minutes of the board of directors of the Company scheduled to these written resolutions (the "**Board Minutes**").

2 Ordinary Resolutions

- 2.1 **THAT** the entry into and performance by the Company (acting in its own capacity and in its capacity as general partner of the Partnership) and the Partnership of the Documents to which each is party (with such amendments to the Documents as any one or more director may in their absolute discretion approve) and the transactions contemplated thereby would promote the success of the Company and the Partnership for the benefit of its members as a whole and are hereby approved.
- 2.2 **THAT** the terms of the Documents to which the Company and the Partnership are a party, the performance by the Company (acting in its own capacity and in its capacity as general partner of the Partnership) of the Company's and the Partnership's obligations thereunder and the contents of the Documents are hereby approved, in each case, with such amendments thereto as any one or more director may in their absolute discretion approve.
- 2.3 **THAT** subject to the further amendments described in paragraphs 2.1 and 2.2 above, any director (or in the case of any Document required to be executed as a deed, any two directors or any director in the presence of a witness who attests the signature) is hereby instructed and authorised to take any action in connection with the negotiation,



execution, delivery and performance of the Documents as he shall in his discretion deem necessary or appropriate.

- 2.4 **THAT** any step taken or act done by any director of the Company (acting in its own capacity and in its capacity as general partner of the Partnership) in connection with the Documents and/or the transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
- 2.5 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company (acting in its own capacity and in its capacity as general partner of the Partnership) and the Partnership notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association, the LPA, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions.
- 2.6 **THAT** the directors of the Company be instructed to arrange for:
- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
 - (b) all appropriate forms and documents to be filed at Companies House.

3 Special Resolutions

- 3.1 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.
- 3.2 **THAT** the articles of association of the Company shall be amended by inserting the following defined term:

“Financial Institution means any bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets, or any person acting as agent or trustee for any such person.

- 3.3 **THAT** the articles of association of the Company shall be amended by inserting Article 47.9 as follows:

47.9. Notwithstanding anything to the contrary in these Articles of Association, the directors of the Company shall register any transfer of shares of the Company and shall not suspend registration of such shares, if such transfer:

47.9.1 is to:

*47.9.1.1 a Financial Institution where a security interest has been or is purported to be granted over those shares for the benefit of that Financial Institution (each a **Security**); and/or*

47.9.1.2 *any other person at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (an **Insolvency Official**) pursuant to powers granted to it under any Security; and*

47.9.2 *is:*

47.9.2.1 *delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution ; or*

47.9.2.2 *executed by a Financial Institution or Insolvency Official pursuant to a power of sale or other such power under any Security.*

3.4 **THAT** the articles of association of the Company shall be amended by inserting Article 32.3 as follows:


32.3 Notwithstanding anything to the contrary in these Articles of Association; the provisions of Article 32 and 33 shall not apply to any shares in the Company to the extent that a security interest has been or is purported to be granted over those shares for the benefit of a Financial Institution .”

[Signature page follows]

AGREEMENT:

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the resolutions be passed.

Signed by:

 _____
Name: Gavin Bergin

Date: 5 July 2022

Title: Director

For and on behalf of **Paddington GP Secured Holdings Limited**

IMPORTANT:

To signify your agreement to the Resolutions, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
- deliver it by hand or send it by post to the Company's registered office;
- fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of Seán Basquel Fahy" to 30 St Mary Axe, London, EC3A 8AF; or
- attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to sean.basquelfahy@kirkland.com.

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.

Unless, by (and including) the date falling 28 days from the circulation date of these Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note: Once given, your agreement may not be revoked.