## THE COMPANIES ACT 2006

# COMPANY LIMITED BY SHARES

#### WRITTEN RESOLUTIONS

of

# BUCCANEER MIDCO LIMITED (the "Company")

Date: October 27, 2021 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution (the "Resolution"):

## SPECIAL RESOLUTION

1. THAT, in accordance with section 479C of the Companies Act 2006 (the "Act"), a parent guarantee be given by Buccaneer Holdco Limited (company no. 11463144), in respect of all outstanding liabilities to which the Company is subject at the end of the financial year ending 31 March 2021 until they are satisfied in full. All members agree to exemption from audit under section 479A of the Act for the accounts period ending 31 March 2021.

## **Agreement to Written Resolutions**

We, the undersigned, being the sole member of the Company, irrevocably agree to the Resolution.

Signed by:

For and on behalf of

Buccaneer Intermediate Holdco Limited

Signature

Date: October 27, 2021

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## NOTES

# Procedures for signifying agreement to the Resolutions

- 1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the procedures below:
  - (a) by hand: deliver the signed and dated copy to Ciara Stratford at Ropes & Gray International LLP, 60 Ludgate Hill, London EC4M 7AW; and
  - (b) by post: return the signed and dated copy by post to Ciara Stratford at Ropes & Gray International LLP, 60 Ludgate Hill, London EC4M 7AW.
  - (c) by email: by attaching a scanned copy of the signed document to an e-mail and sending it to ciara.stratford@ropesgray.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.

- 2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3. If by the date 28 days after the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
- 4. 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.
- 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.