

Company number 01281651

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**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER**

**of**

**KEYLOOP (UK) LIMITED (the *Company*)**

**A PRIVATE COMPANY LIMITED BY SHARES**

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**Circulation date: 16 July 2021**

**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 resolution below (the ***Resolution***) is passed as a special resolution of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolution 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.

**2 Special Resolution**

- 2.1 THAT, the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

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



## 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 Resolution be passed as a special resolution of the Company.



For and on behalf of  
**Keyloop (Nederland) B.V.**

Date: 16 July 2021

## 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 "Tilly Kersley" 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 [tilly.kersley@kirkland.com](mailto:tilly.kersley@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 14 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.