

(Registered Number: 11104635)

PRIVATE COMPANY LIMITED BY SHARES

THE COMPANIES ACT 2006
WRITTEN RESOLUTIONS

of

HANSA HOLDCO LIMITED (the Company)

(Circulation Date: 22 January 2021)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), WE, the undersigned, being the sole member of the Company entitled for the time being to receive notice of and attend and vote at a general meeting of the Company, do hereby declare the following special resolution (the Resolution) are passed as if they had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

Adoption of new articles of association

1. THAT, the draft articles of association as set out in Annex 1 to these Resolutions be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on the date indicated below, hereby irrevocably votes in favour of the Resolution:

Signed by *Dan Rosenberg*

for and on behalf of
SIMON BIDCO LIMITED

Dated: 22 January 2021

NOTES:

1. The Resolution has been sent to all of the members of the Company entitled to vote on the Resolution on the circulation date. Only such members (or persons duly authorised on their behalf) should sign the Resolution.

2. If you agree to the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- By Hand: delivering the signed copy to the attention of Edmund Haxby at Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, EC2P 2SR.
- By Post: returning the signed copy by post to the attention of Edmund Haxby at Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, EC2P 2SR.
- By e-mail: attaching a scanned copy of the signed document to an e-mail and sending it to edmund.haxby@freshfields.com. Please enter “Member resolutions” in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree to the Resolution if you do not reply.

3. Once you have signified your agreement to the Resolution, you may not revoke your agreement.

4. The Resolution will lapse on the date that falls 28 days after the Circulation Date unless sufficient members have agreed to pass the Resolution by such date. If you wish to vote in favour of the Resolution, please ensure that your agreement is received by the Company on or before this date.

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.