

25 April 2023

**AMENDMENT AGREEMENT TO
SUBSCRIPTION AGREEMENT**

between

PROVIDENCE EQUITY PARTNERS IX, L.P.

PROVIDENCE EQUITY PARTNERS IX-A S.C.SP

SEARCHLIGHT CAPITAL III, L.P.

and

SEARCHLIGHT CAPITAL III PV, L.P.

THIS AGREEMENT is made on 25 April 2023 between:

- (1) **PROVIDENCE EQUITY PARTNERS IX L.P.**, an exempted limited partnership registered under the laws of the Cayman Islands with registered office at Maples Corporate Services Limited, P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands and registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number 116458, acting through its general partner Providence Equity GP IX L.P., an exempted limited partnership registered under the laws of the Cayman Islands and registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number 115795, acting in turn through its general partner PEP IX International Ltd., an exempted company incorporated under the laws of the Cayman Islands and registered with the Registrar of Companies of the Cayman Islands under number 384421;
- (2) **PROVIDENCE EQUITY PARTNERS IX-A S.C.SP**, a special limited partnership (*société en commandite spéciale*), organized under the laws of Luxembourg, acting through its general partner Providence Equity GP IX (Lux) S.à r.l., a private limited liability company (*société à responsabilité limitée*), organized under the laws of Luxembourg,

(Providence Equity Partners IX L.P. and Providence Equity Partners IX-A S.C.Sp together being the “**Providence Investors**”);

- (3) **SEARCHLIGHT CAPITAL III, L.P.**, an exempted limited partnership registered under the laws of the Cayman Islands with registered office at C/O Searchlight Capital Partners, L.P. 745 Fifth Ave., 27th Floor New York NY 10151 and registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number OG-100254, acting through its general partner Searchlight Capital Partners III GP, L.P., an exempted limited partnership registered under the laws of the Cayman Islands and registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number OG-100241; and
- (4) **SEARCHLIGHT CAPITAL III PV, L.P.**, an exempted limited partnership registered under the laws of the Cayman Islands with registered office at C/O Searchlight Capital Partners, L.P. 745 Fifth Ave., 27th Floor New York NY 10151 and registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number OG-100255, acting through its general partner Searchlight Capital Partners III GP, L.P., an exempted limited partnership registered under the laws of the Cayman Islands and registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number OG-100241,

(Searchlight Capital III, L.P. and Searchlight Capital III PV, L.P. together being the “**Searchlight Investors**”, and the Searchlight Investors together with the Providence Investors together being the “**Investors**”).

WHEREAS:

- (A) On 31 March 2023 the parties to this Agreement entered into a subscription agreement relating to the subscription of securities to be issued by Heron UK Topco Limited (the “**Subscription Agreement**”).
- (B) The parties now wish to amend the terms of the Subscription Agreement as set out in this Agreement. Terms defined in the Subscription Agreement have the same meanings when used in this Agreement.

IT IS AGREED as follows:

1 CONSENT

For the purposes of clause 9.2(a) of the Subscription Agreement, the Searchlight Investors hereby consent to the consideration for the Offer being increased to 121 pence per Target Share in cash.

2 AMENDMENTS TO SUBSCRIPTION AGREEMENT

2.1 The parties agree that the Subscription Agreement is amended as follows:

- (a)** in clause 4.1(b)(i)(B) of the Subscription Agreement, “USD240,000,000” shall be substituted by “USD275,000,000”;
- (b)** in clause 8.2(e) of the Subscription Agreement, “USD240,000,000” shall be substituted by “USD275,000,000”; and
- (c)** in clause 8.3(j) of the Subscription Agreement, “USD360,000,000” shall be substituted by “USD412,500,000”.

2.2 Each of the parties repeats, on the date of this Agreement, the warranties given by it in clause 8 of the Subscription Agreement (as amended by this Agreement) as if references therein to “this Agreement” were references to this Agreement.

3 GENERAL

3.1 The provisions of clauses 1.2, 1.3, and 12 to 17 of the Subscription Agreement shall apply to this Agreement as if set out in this Agreement in full and as if references therein to “this Agreement” were references to this Agreement.

EXECUTED by the parties on the date set out on page 1 above.

Providence Investors

PROVIDENCE EQUITY PARTNERS IX, L.P.

By: Providence Equity GP IX L.P.,
its general partner

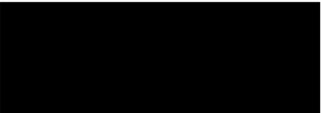
By: PEP IX International Ltd.,
its general partner

By:  _____

Name: 
Title: 

PROVIDENCE EQUITY PARTNERS IX-A S.C.SP

By: Providence Equity GP IX (Lux) S.à r.l.,
its general partner

By:  _____

Name: 
Title: 

Searchlight Investors

SEARCHLIGHT CAPITAL III, L.P.

By: _____
Name: _____
Title: _____

SEARCHLIGHT CAPITAL III PV, L.P.

By: _____
Name: _____
Title: _____