

AGENCY FEE LETTER

To: Agility Public Warehousing Company K.S.C.P. (the "**Company**")

From: Barclays Bank PLC as Facility Agent (the "**Agent**")

Dated: 30 March 2022

Agility Public Warehousing Company K.S.C.P. – Bridge Facility Agreement dated on or about the date of this letter (the "Agreement")

1. We refer to the Agreement to be entered into on or about the date of this letter. This is a Fee Letter. Terms defined in the Agreement have the same meaning in this Fee Letter unless given a different meaning in this Fee Letter.
2. We confirm that:
 - (a) the agency fee referred to in Clause 23.1 (*Agency fee*) of the Agreement amounts to £10,000 per annum and is payable annually in advance;
 - (b) the first annual instalment of the agency fee is payable on the first date (the "**Syndication Date**") on which there is more than one Lender under the Agreement; and
 - (c) a further instalment of the agency fee is payable on each anniversary of the Syndication Date on which any Commitment or Utilisation is outstanding.
3. It is clarified that no agency fee shall be payable under this letter if, at all times until the Maturity Date, there is only one Lender under the Agreement.
4. Payment of the agency fee should be made to the Agent (for its own account) to the following account:

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|------------|------------|
| ██████████ | ██████████ |
| ██████████ | ██████████ |
| ██████████ | ██████████ |
| ██████████ | ██████████ |
5. The agency fee is exclusive of any VAT or similar charge. If any VAT or similar charge is chargeable in connection with the agency fee, the Company shall pay that VAT or similar charge at the same time as it pays the agency fee.
6. All payments of the agency fee shall be paid without any deduction or withholding for or on account of tax (a "**Tax Deduction**") unless a Tax Deduction is required by law. If a Tax Deduction is required by law to be made, the amount of the payment due shall be increased to an amount which (after making any Tax Deduction) leaves an amount equal to the payment which would have been due if no Tax Deduction had been required.

7. The agency fee is non-refundable and non-creditable against any other fees payable in connection with the Facility Agreement. The agency fee shall be paid in full, without (and free and clear of any deduction for) set-off or counterclaim.
8. This letter and any non-contractual obligations arising out of or in connection with it are governed by English law.

Yours faithfully

REDACTED

BARCLAYS BANK PLC as Agent

By:

REDACTED

Accepted and agreed

Agility Public Warehousing Company K.S.C.P.

By:

REDACTED