

Company No.: 02823976

**C&T ACQUISITION LTD.
(the "Company")**

SHAREHOLDER'S WRITTEN RESOLUTION

Circulated on 13 February 2020

The undersigned, DST Systems, Inc. (the "**Shareholder**") constitutes all of the shareholders of the Company.

This Written Resolution shall have the same force and effect as would a unanimous vote of the undersigned in favour of such actions at a general meeting.

WHEREAS,

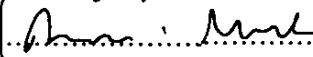
- (a) For the purpose of a reduction of capital (including in respect of a cancellation of the Company's share premium account), the share premium account is treated as part of the Company's paid up share capital (section 610(4) of Companies Act 2006 ("**CA 2006**")).
- (b) The intention is to wind up the company in the next 12 months, and as part of this exercise, it needs to create distributable reserves. The proposal before the shareholder is to cancel the Company's share premium account and credit such sum as retained earnings in the profit and loss account.
- (c) Further to the cancellation of the Company's share premium account, the number of Ordinary Shares held by the Shareholder will not change, and nor will the shares' nominal value.
- (d) The following documents are presented to the Shareholder along with this Written Resolution:
 - i. the Solvency Statement signed by the sole director of the Company,
 - ii. the latest financial statements of the Company for the year ended 31 December 2019, and the balance sheet showing the position prior to and post the capital reduction, and
 - iii. the capital statement for the Company following the capital reduction (under Form SH19).

IT IS HEREBY RESOLVED THAT:

- (1) the share premium account of the Company be reduced by £8,327,707 to nil, and
- (2) the amount by which the share premium account is so reduced be credited to a distributable reserve.

The resolutions shall take effect upon the Shareholder's signature of this Written Resolution.

SIGNED

DocuSigned by:

.....
PATRICK PEDONTI
For and On behalf of DST Systems Inc.

February 13, 2020
.....
Date

MONDAY



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LD4 17/02/2020 #116
COMPANIES HOUSE

EXPLANATORY NOTES FOR DIRECTORS:

1. If you agree with the Resolution, please signify your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:
 - **By Hand:** by delivering the signed copy to the Company.
 - **By Post** to: Legal Department, DST House, St Nicholas Lane, Basildon, Essex, SS15 5FS
 - **By e-mail:** by attaching a scanned copy of the signed document to #CorporateLegal@uk.dstsystems.com and sending it to the company.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless by 30 February 2020 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.