

Company Number: 03076187

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

MORRISON DATA SERVICES LIMITED (the Company)

(Circulation Date 6 August 2018)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the **Directors**) hereby propose the following written resolutions be passed as special resolutions:

1. BACKGROUND

- (a) In connection with the financing of Thor Topco Limited, it is proposed that the Company will accede to the certain financing documents (the **Accession**):
- (b) Terms defined in these written resolutions have the same meaning as those defined in the Facilities Agreement (as defined below) unless given a different meaning in these written resolutions.

2. PURPOSE

In connection with the Accession, it is proposed that the Company will accede to:

- (a) a senior facilities agreement dated 26 July 2018, between among others, Minerva Bidco Limited (as company, original borrower and original guarantor); Minerva Parent Limited (as parent and original guarantor) [REDACTED] and Societe Generale, London Branch as agent and security agent (the **Facilities Agreement**);
- (b) an intercreditor agreement dated 26 July 2018, between Minerva Bidco Limited (as company, original debtor and original intra-group lender); Minerva Parent Limited (as original debtor and original intra-group lender); [REDACTED] and Societe Generale, London Branch as senior agent and security agent (the Intercreditor Agreement); and
- (c) a debenture dated 26 July 2018, between Minerva Bidco Limited and Minerva Parent Limited as original chargors and Societe Generale, London Branch as security agent (the Debenture),

by way of:

- (A) an accession deed in relation to the Facilities Agreement and the Intercreditor Agreement (the **Accession Deed**); and

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COMPANIES HOUSE

(B) an accession deed in relation to the Debenture (the **Security Accession Deed**); and

(d) a form of a certificate of the Company to be signed by a director of the Company.

The documents at paragraphs (a) to (d) above, together with any certificates, letters or other documents necessary or desirable or relating thereto (including any utilisation request), being the **Banking Documents**.

3. SPECIAL RESOLUTIONS

IT IS RESOLVED:

THAT the terms of and the transactions contemplated by the Banking Documents (including, without limitation, the granting of guarantee, indemnity and security by the Company under the Banking Documents) is hereby approved.

THAT the Company enters into the Banking Documents and any other related documents and notices.

THAT Martin Beesley, James Arnold and Ian Cusden (each an **Authorised Signatory**, and together the **Authorised Signatories**), acting individually or jointly, have authority to approve the terms of, and the transactions contemplated by the Banking Documents and any other related documents with such amendments as any authorised signatory of the Company may in his or their sole discretion approve and that the Directors or any attorney duly appointed by the Company be and hereby are authorised to do all or any other acts or things on behalf of the Company as they may in their absolute and unfettered discretion think fit in connection with the proposed transaction and the Banking Documents including without limitation the execution of the Banking Documents and any other related documents and notices.

THAT the entry into the Banking Documents (including, without limitation, the granting of guarantee and security by the Company under the Banking Documents) is in the best interests of the Company's business and the entry by the Company into the proposed transaction substantially on the terms set out in the Banking Documents will promote the success of the Company for the benefit of its members as a whole.

THAT Minerva Parent Limited is authorised to act as the agent of the Company under or in connection with the Banking Documents.

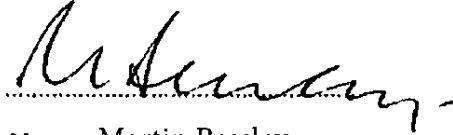
AGREEMENT

PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE SPECIAL RESOLUTIONS.

The undersigned, a person entitled to vote on the resolutions on 6 August 2018, hereby irrevocably agrees to the resolutions:

Signed for and on behalf of

M GROUP SERVICES LIMITED



Name: Martin Beesley

Date

6 August 2018

NOTES

1. The circulation date of these resolutions is 6 August 2018. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. You can choose to agree to the all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company at its registered office.
3. 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.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. Unless, by the date that is 28 days from the date of circulation of the resolutions or such period as is specified in the Company's articles of association, 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.