

PRIVATE COMPANY LIMITED BY SHARES
SHAREHOLDER - WRITTEN RESOLUTION

- of -

KPMG HOLDINGS LIMITED (the "Company")

Company Number: 03512757

16 October 2018 (the "Circulation Date")

RATIFICATION OF PRIOR CONFLICTS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolutions are passed as ordinary resolutions (the "**Resolutions**").

ORDINARY RESOLUTIONS

THAT:

Notwithstanding any provisions of the articles of association of the Company from time to time, the following matters are approved and ratified:

1. any conflicts of interest which existed during the Relevant Period of any director of the Company by virtue of such director being: (i) a member of KPMG LLP; (ii) a member of KPMG Europe LLP, and/or (iii) a director of any direct or indirect subsidiary of KPMG LLP (excluding the Company) (a "**Conflict of Interest**");
2. any resolution of the directors of the Company which was passed or purported to be passed during the Relevant Period in circumstances where a Conflict of Interest existed in respect of one or more directors of the Company and such director(s) was/were counted in the quorum and voted in favour of such resolution (a "**Relevant Resolution**");
3. all actions undertaken by the directors of the Company pursuant to a Relevant Resolution; and
4. any negligence, default, breach of duty or breach of trust in relation to the Company by a director of the Company during the Relevant Period which existed or arose by reason of a Conflict of Interest,

where any reference to the "**Relevant Period**" is to the period from and including the date of incorporation of the Company until and including the date on which the Resolutions above are passed, any reference to a director of the Company includes a former director of the Company and any reference to any "**Conflict of Interest**" includes a conflict of interest and duty and a conflict of duties.

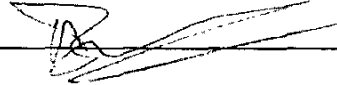


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

SIGNED: _____



DATED: 16 October 2018

For and on behalf of KPMG LLP

Name: Neil Barnicant

Position: Member

Notes:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to **Joanne Dean** or **Jennifer Tyson** (in person or by email to joanne.dean@kpmg.co.uk or jennifer.tyson@kpmg.co.uk)
2. If you do not agree to the Resolutions, you do not need to do anything. You will be deemed not to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning on the Circulation Date ("**Lapse Date**"), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that you return this document (as set out above) on or before the Lapse Date.
5. A written resolution is passed as an **ordinary resolution** if it is passed by members representing a simple majority of the total voting rights of **eligible members**. In relation to a resolution proposed as a written resolution, the **eligible members** are the members who would have been entitled to vote on the resolution on the Circulation Date.

KPMG HOLDINGS LIMITED

(Company No. 03512757)

(the "Company")

SATURDAY

A14

A7HWX4K8
03/11/2018
COMPANIES HOUSE

#228

Minutes of the meeting of the Board of Directors held at 15 Canada Square, Canary Wharf, E14 5GL.

At 1.10pm on 16 October 2018

| | |
|----------------|-----------------------------|
| Present: | Sarah Willows (Chairperson) |
| | Paul Long |
| Apologies | Tony Cakes |
| In attendance: | Jennifer Tyson |
| | Neil Barnicoat |

1. Chairperson

It was agreed that Sarah Willows be the Chairperson of the meeting.

2. Notice and Quorum

The Chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairperson declared the meeting open.

3. Documents Produced to the Meeting

The following documents were produced to the meeting:

- a) A proposed new set of articles of association for adoption by the Company (the "**New Articles**"); and
- b) The following resolutions:
 - (i) Written form of ordinary resolution (the "**Ordinary Resolution**") (copy appended) to be circulated to the member for its consideration, approval and signature whereby it is resolved to ratify the prior conflicts of interest and actions of the directors of the Company for the period from and including the date on which the Company was incorporated until and including the date of the Ordinary Resolution; and
 - (ii) Written form of special resolution (the "**Special Resolution**") (copy appended) to be circulated to the member for its consideration, approval and signature whereby it is resolved to replace the existing articles of association of the Company in their entirety with the New Articles attached to the Special Resolution,

(together (i) and (ii), the "**Shareholder Resolutions**").

4. Resolutions

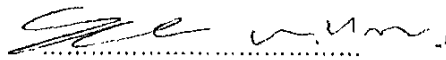
4.1. IT WAS RESOLVED TO:

- a) approve the Ordinary Resolution;
- b) approve the Special Resolution attaching the New Articles; and
- c) send the Shareholder Resolutions to the member for its consideration, approval and signature.

5. Further Actions

Subject to the Special Resolution being passed by the member, the secretary is instructed to file copies of the Special Resolution, the New Articles, completed CC04 form and any other applicable document and/or form to the Registrar of Companies.

There being no other business the meeting concluded.


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Chairperson