

Company number 04631280

**Private Company Limited by Shares**

**Written Resolutions of**

**Karlson UK Limited (the "Company")**

11 March 2020 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 as a special resolution (the "**Resolutions**").

**Ordinary Resolution**

**THAT**, in accordance with section 618 of the Companies Act 2006, the 240 A ordinary shares of £1.00 each in the issued share capital of the Company are re-designated into 240 ordinary shares of £1.00 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

**Special Resolution**


**THAT**, the articles of association in the form attached at Annexure A be adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the exclusion of the existing articles of association of the Company.

**Agreement**

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

As a person entitled to vote on the Resolutions on the Circulation Date, I hereby irrevocably agree to the Resolutions:

**Signed** for and on behalf of Project Horizon  
Bidco Limited

  
\_\_\_\_\_

Date: 11 March 2020

Aritesh Unnikrishnan  
\_\_\_\_\_



## Notes

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Stephenson Harwood LLP (FAO Dafni Loizou), 1 Finsbury Circus, EC2M 7SH, London.
- **Post:** returning the signed copy by post to Stephenson Harwood LLP (FAO Dafni Loizou), 1 Finsbury Circus, EC2M 7SH, London.
- **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Dafni.loizou@shlegal.com](mailto:Dafni.loizou@shlegal.com).

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.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 The Resolutions will lapse if not passed within 28 days of the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.