

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of

ANTHONY NICHOLAS (UK) LIMITED (06302848) (the "**Company**")

WEDNESDAY



In accordance with section 288 of Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") we, being the sole eligible member of the Company (as defined in section 289 of the Act), irrevocably agree that the resolutions below (the "**Resolutions**") be passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

THAT with effect from the passing of this resolution, the Articles of Association of the Company be altered by the insertion of the following new Article immediately after Article 13.1 :

13.2 In this Article:

13.2.1 a "**Relevant Transfer**" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power; and

13.2.2 a "**Secured Party**" means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person,

13.3 The Directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer immediately upon receipt.

13.4 There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them.

13.5 The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party.

13.6 Notwithstanding anything contained in these articles, the Directors may not exercise its right of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Party.

- 13.7 If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies."

The undersigned, being the sole eligible member of the Company and duly entitled to vote on the Resolutions, hereby:

- (i) confirms:
 - a. receipt, prior to the execution of the Resolutions, of copies of all Transaction Documents to which the Company is a party; and
 - b. that there has been sufficient time and opportunity to review each such copy document; and
- (ii) irrevocably agrees to the passing of the Resolutions with immediate effect.

Please read the Guidance Notes set out below before signing of taking any action on this resolution,

For and on behalf of



ANTHONY NICHOLAS (IRELAND) LIMITED

Dated 19 FEBRUARY 2020

Guidance Notes

1. You may either:

- (a) agree to all of the above resolutions; or
- (b) decline to agree to any of the above resolutions.

You may not agree to some of the resolutions but not the other.

2. 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:

- (a) By Hand: delivering the signed copy for the attention of Nadege Serna at William Fry, 2 Grand Canal Square, Dublin 2, Ireland;
- (b) Post: returning the signed copy by post for the attention of Nadege Serna at William Fry, 2 Grand Canal Square, Dublin 2, Ireland; or
- (c) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Nadege.Serna@williamfry.com. Please enter "Written resolution" in the e-mail subject box.

3. 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.

4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

5. If sufficient agreement has not been received 28 days after the date of circulation, these resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

7. 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.