

FIVETEN GROUP HOLDINGS LIMITED

**(Company Registration No: 06314296)
(the Company)**

**The Companies Act 2006
Private Company Limited by Shares**

TUESDAY



CIRCULATION DATE: 11 December 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 we, the persons whose names and signatures appear below, being the shareholders of the Company entitled to attend and vote at any general meeting of the Company hereby resolve upon the following resolutions (the **Resolutions**) and agree that they shall be as valid and effectual as if passed as resolutions at a general meeting of the Company duly convened and held.

WRITTEN SPECIAL RESOLUTIONS:

- 1 THAT 452,139 Ordinary B shares of £0.10 each in the capital of the Company, held by Intertrust Employee Benefit Trustee Limited (formerly known as Elian Employee Benefit Trustee Limited) as trustee of the Fiveten Group Employee Benefit Trust, be cancelled and extinguished and the amount by which the share capital is so reduced be credited to a reserve account.


RESOLUTION OF THE ORDINARY A SHAREHOLDERS:

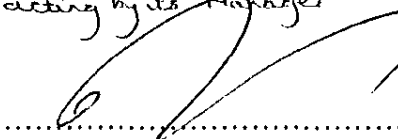
- 2 THAT by their signature to these resolutions, each of Bregal Fund LP, Bregal Affiliates Fund LP and Bregal Institutional Affiliates Fund LP (being the holders of the Ordinary A shares in the capital of the Company and the Lead Investors as defined in the Company's articles of association) hereby consent to the above resolutions with such consent constituting an Investor Consent as may be required under article 20 of the Company's articles of association.

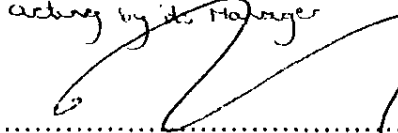
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions. If you agree with the Resolutions, please sign and date below in the indicated spaces.

The undersigned, each a person entitled to vote on the above Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions:

Signed: Date: 16 December 2019

For and on behalf of
Bregal Fund LP
acting by its Manager

Signed: Date: 16 December 2019

For and on behalf of
Bregal Affiliates Fund LP
acting by its Manager

Signed: Date: 16 December 2019

For and on behalf of
Bregal Institutional Affiliates Fund LP
acting by its Manager

Signed: Date: December 2019
Anthony Gillon

Signed: Date: December 2019
Michael Germerhausen

Signed: Date: December 2019
Matthew Wilcox

Signed: Date: December 2019
For and on behalf of
**Intertrust Employee Benefit Trustee
Limited as trustee of the
Fiveten Group Employee Benefit Trust**

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 the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Jonathan Edgelow, Vedder Price LLP, 6th Floor, 4 Coleman Street, London EC2R 5AR.
 - **Post:** returning the signed copy by post to Jonathan Edgelow, Vedder Price LLP, 6th Floor, 4 Coleman Street, London EC2R 5AR.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to jedgelow@vedderprice.com. Please enter "Written Resolutions" in the e-mail subject box.

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 Unless, by the date that is 28 days after the Circulation Date stated on the front of this Resolution, 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.
- 4 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.
- 5 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.