

Company number: 07633974

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

VANCOUVER TOPCO LIMITED

(the "Company")

WEDNESDAY



A10 \*A6EVB1F\* 13/09/2017 #401  
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "**Resolutions**") are proposed by the directors as special resolutions. The Resolutions are first circulated to the sole member of the Company on 1 September 2017 (the "**Circulation Date**").

**SPECIAL RESOLUTIONS**

1. THAT the 8,839,410 issued B ordinary shares of £0.01 each in the capital of the Company be sub-divided into 883,941,000 B ordinary shares of £0.0001 each.
2. THAT, subject to the passing of Resolution 1, all of the issued shares in the capital of the Company be re-designated as set out in the table below.

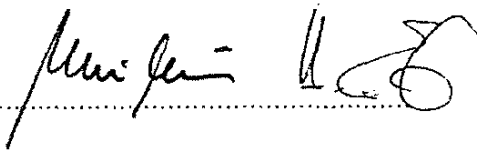
Issued shares	Re-designated shares
91,571,871 A Ordinary shares of £0.0001 each	91,571,871 ordinary shares of £0.0001 each
883,941,000 B Ordinary shares of £0.0001 each	883,941,000 ordinary shares of £0.0001 each
7,340,691 C Ordinary shares of £0.0001 each	7,340,691 ordinary shares of £0.0001 each
95,000 D Ordinary shares of £0.0001 each	95,000 ordinary shares of £0.0001 each
550 E Ordinary shares of £0.0001 each	550 ordinary shares of £0.0001 each
3,200 F Ordinary shares of £0.0001 each	3,200 ordinary shares of £0.0001 each
100 G Ordinary shares of £0.0001 each	100 ordinary shares of £0.0001 each

Please read the notes set out below before signing or taking any action on the Resolutions.

**AGREEMENT OF MEMBER**

We, being the sole person entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED for and on behalf of  
BURDA GESELLSCHAFT MIT  
BESCHRÄNKTER HAFTUNG

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)  
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**NOTES:**

1. If you agree with the Resolutions, please:
  - 1.1 sign this document alongside your name; and
  - 1.2 return the signed document by one of the following methods:
    - 1.2.1 by delivery in person or by hand to Louise Keenan at CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF;
    - 1.2.2 by attaching a scanned copy of the signed document in pdf (portable document format) to [louise.keenan@cms-cmno.com](mailto:louise.keenan@cms-cmno.com);
    - 1.2.3 by post to Louise Keenan at CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF.
- You should not return the document to any other person or address, whether such person's name and address is included in a document accompanying this document or otherwise.
2. It is not possible to agree to only one of the Resolutions.
3. Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.