

Company No. 07998366

THE COMPANIES ACT 2006

THURSDAY



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21/05/2020

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COMPASS HOLDCO LIMITED

(the "Company")

19 May 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect in the case of resolution number 1 and 2 as special resolutions (the "Resolutions").

SPECIAL RESOLUTIONS

1. **THAT** 502,400 issued ordinary shares of £0.01 each in the capital of the Company be cancelled and extinguished, such that the share capital of the Company be reduced so that the issued share capital of the Company will be £1.00 (100 ordinary shares of £0.01 each)

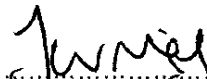
AND

2. **THAT** the amount standing to the credit of the Company's share premium account and the capital redemption reserve be cancelled and the sum of £497,475 and £20,000 respectively be credited as a reserve.

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to, the Resolutions:-


Director

19 May 2020
Date

For and on behalf Advent Bidco Limited

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. *If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.*
3. You must indicate your agreement to the Resolutions within the period of 15 days from the date of the solvency statement accompanying the Resolutions.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
6. 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.