

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS

of

COBACO HOLDINGS LIMITED

("Company")

PASSED ON 14 DECEMBER 2018

TUESDAY



A11 *A7L1DPXM* #362
18/12/2018
COMPANIES HOUSE

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 14 December 2018 as special resolutions as indicated below:

SPECIAL RESOLUTIONS

1. **That** the articles of association of the Company be amended by inserting the following new article 50:

"Financing of purchase of own shares

In accordance with section 692(1ZA) of the Companies Act 2006, the Company may purchase its own shares with cash up to an amount in a financial year not exceeding the lower of £15,000 or the nominal value of five per cent of its fully paid share capital as at the beginning of the financial year."

2. **That** the articles of association of the Company be amended by inserting the following new article 3.3(a):

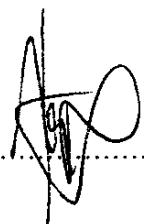
"As regards voting:

- (a) Subject to articles 3.3(b), 6.5 and 6.7(b), the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares, the D Ordinary Shares and the E Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions, on a show of hands to exercise one vote and on a poll or written resolution in each case to exercise one vote per Share, provided always that for so long as LDC, LDC II LP, LDC Parallel LP, LDC VI LP, LDC Parallel VI LP, LDC Equity VI LP, LDC (Nominees) Limited, LDC Parallel (Nominees) Limited or any holding company or subsidiary of LDC or any subsidiary of any such holding company (each an "**LDC Entity**") shall be the legal and/or beneficial owner of Shares:
 - (i) such Shares so held by LDC Entities shall not together confer more than 49.9 per cent of the total voting rights of all Shares at any time (subject always to article 3.3(b)) and any votes which would, other than for the operation of this

article 3.3(a)(i), have been allocated to such Shares held by LDC Entities, shall instead be allocated pro rata to the B Ordinary Shares (other than those B Ordinary Shares held by LDC Entities), the C Ordinary Shares, the D Ordinary Shares and the E Ordinary Shares participating in the relevant poll or written resolution; and

- (ii) the B Ordinary Shares (other than those B Ordinary Shares held by LDC Entities), the C Ordinary Shares, the D Ordinary Shares and the E Ordinary Shares participating in the relevant poll or written resolution, shall confer such number of votes per Share as shall equal when multiplied by all of the B Ordinary Shares (other than those B Ordinary Shares held by LDC Entities), the C Ordinary Shares, the D Ordinary Shares and the E Ordinary Shares participating in the relevant poll or written resolution and aggregated with any votes allocated pursuant to the operation of article 3.3(a)(i), the balance of the total voting rights exercised on such poll or written resolution.

A Preference Shares shall not confer on the holder thereof (in that capacity) any right to receive notice of or to attend, speak and vote at general meetings of the Company or to vote on written resolutions."


..... Director