

Company No 8319737

WRITTEN RESOLUTIONS

of

CAESAR TOPCO LIMITED

(the "Company")

WEDNESDAY



A07 \*A47BTPQG\* 13/05/2015 #378

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date 23 April 2015

Pursuant to section 291 of the Act, the directors of the Company propose that Resolution 1 below is passed as an ordinary resolution and Resolution 2 below is passed as a special resolution of the Company

**Ordinary resolutions:**

- 1 THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot, and to grant rights to subscribe for or to convert any security into 5,000 B Ordinary Shares of £0.25 each, such authority to expire (unless previously renewed, varied or revoked by the Company) on the fifth anniversary of the date on which this Resolution 1 is passed, save that the Company may, before the expiry of this authority, make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired

**Special resolutions:**

- 2 THAT the directors be empowered to allot equity securities pursuant to the authority conferred by Resolution 1 as if articles 9.1, 9.2, 9.3 and 9.4 of the articles of association of the Company did not apply to any such allotment

We, the undersigned, being the members of the Company who at the date of circulation of these resolutions would have been entitled to vote on the resolutions, agree to the above resolutions

Signed by ECI Partners LLP acting in its capacity as manager of ECI 9A LP and ECI 9B LP and a duly authorised attorney of ECI Ventures Nominees Limited

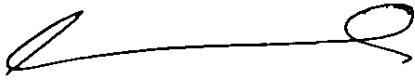
23 April 2015

Date

Andrew Derek Vaughan

23 April 2015

Date



Christopher Paul Morris



Jenny Ingleby

23 April 2015

Date

23 April 2015

Date

David Lambert

Date

#### Notes

- (1) You can choose to agree to all of the resolutions or none but you cannot agree to only some of the resolutions. If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the registered office marked for the attention of Christopher Morris.
- (2) A member's agreement to a written resolution, once signified, may not be revoked.
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) The resolutions set out above must be passed before the end of the day which is 28 days from the circulation date at the head of these resolutions otherwise they will lapse.
- (5) 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.
- (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.