

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**GALLAGHER INVESTMENTS HOLDCO LIMITED**

(a company registered in England no. 08810802)  
 ("the Company")

**WRITTEN RESOLUTION  
 OF  
 THE SOLE MEMBER**

Circulation Date: *1<sup>st</sup> October* 2018

Date Passed: *1<sup>st</sup> October* 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution ("**the Resolution**"). The Resolution is being proposed in connection with a proposed reduction of the Company's share capital and a solvency statement made by the directors of the Company on *1<sup>st</sup> October* 2018 relating to that proposed reduction of capital is attached to this document.

**SPECIAL RESOLUTION**

That pursuant to Chapter 10 of part 17 of the Companies Act 2006 and subject to the approval of the Registrar of Companies the share capital of the Company be and hereby is reduced by the cancellation of 34,290,000 issued ordinary shares of £1 each such that following the passing of this resolution the capital of the Company will be £10,000 divided into 10,000 ordinary shares of £1 each.

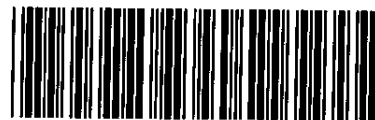
**AGREEMENT TO WRITTEN RESOLUTION**

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

The undersigned, being the sole member entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.

Signed by  
**ANTHONY CHRISTOPHER GALLAGHER**

TUESDAY



A05 \*A7FPI0AB\* 02/10/2018 #23  
 COMPANIES HOUSE

**NOTES.**

1. If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document *where indicated and returning it to the Company's solicitors' office at No 1 Colmore Square, Birmingham B4 6AA (Ref MZH).*
2. If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond.
3. Once you have indicated your agreement to the Resolution you may not revoke your agreement.
4. Unless by the end of the period of 15 days beginning with the circulation date set out above sufficient agreement has been received for the Resolution to be passed it will lapse.
5. If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.