

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: 22 June 2020

Date Passed: 22 June 2020

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 22 June 2020 relating to that proposed reduction of capital is attached to this document.

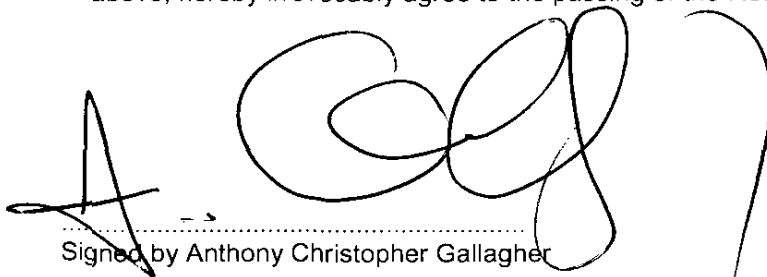
SPECIAL RESOLUTION

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 9,999 issued ordinary shares of £1 each such that following the passing of this resolution the capital of the Company will be £1 divided into 1 ordinary shares of £1 each.

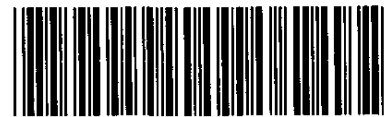
AGREEMENT TO WRITTEN RESOLUTION

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

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03/07/2020

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COMPANIES HOUSE