

Company Number 08899081

MONDAY



LD1

\*L7LXX78H\*  
31/12/2018  
COMPANIES HOUSE

#117

PARVUS ASSET MANAGEMENT EUROPE LIMITED

(the "**Company**")

**MEMBERS' WRITTEN RESOLUTION**

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31 DECEMBER 2018 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

**SPECIAL RESOLUTION**

THAT the share capital of the Company be reduced by GBP 127,016.44 by:

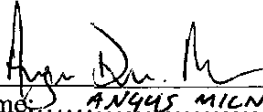
- (a) cancelling and extinguishing 114,890 ordinary B shares of GBP 1.00 each held by Parvus Asset Management Limited;
- (b) cancelling and extinguishing 2 ordinary A shares of GBP 1.00 each held by Parvus Asset Management Limited; and
- (c) reducing by 12,124.44 the share premium account of the Company,

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

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

## AGREEMENT

WE THE UNDERSIGNED, being all of the members of the Company entitled to vote on the Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.

  
Name: ANGUS MILNE

[duly authorised signatory

for and on behalf of

**TCI FUNDS SERVICES (FINANCE)**

**LLP**

Dated: 31 DECEMBER 2018



Edoardo Mercadante  
duly authorised signatory  
for and on behalf of  
**PARVUS ASSET MANAGEMENT  
LIMITED**

Dated: 31 DECEMBER 2018

#### NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. 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.
5. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
6. A copy of this document was sent to the Company's auditors on the Circulation Date.