

RECORD OF WRITTEN RESOLUTIONS

EMERALD TOPCO LIMITED

Company Number 09019417

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which have effect as if passed by the Company in a General Meeting

It is recorded that

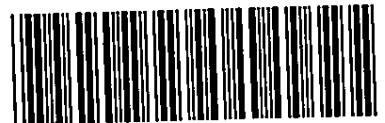
- 1 The written resolutions (the "**Resolutions**"), a copy of which are attached, were passed by or on behalf of the sole member of the Company who, at the date of the circulation of the Resolutions, was entitled to attend and vote at a General Meeting of the Company
- 2 The Resolutions were signed by or on behalf of the sole member on 9 December 2016

Signed by



Director
for and on behalf of
Emerald Topco Limited

THURSDAY



LSMCE697

LD4

22/12/2016

#62

COMPANIES HOUSE

WRITTEN RESOLUTION

of

EMERALD TOPCO LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 9 December 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions")

1. **THAT** the Company's share capital be re-denominated by changing the fixed nominal value of each class of share from pounds sterling (GBP) to US dollars (USD) at the spot rate of exchange of 1.26 (rounding up from the spot rate provided by Bloomberg Markets at 12.00 noon on 9 December 2016) (hereafter referred to as the "Updated Nominal Value") in accordance with the following table

Class of shares	Nominal Value in GBP	Number of Shares	Updated Nominal Value in USD
A Ordinary Shares	£0.01 each	690,072	\$ 0.0126
B Ordinary Shares	£0.10 each	89,928	\$ 0.126
C Ordinary Shares	£0.10 each	37,883	\$ 0.126
D Ordinary Shares	£0.10 each	164,673	\$ 0.126
Preference Shares	£0.001 each	9,120,675	\$ 0.00126

2. **THAT**, subject to the passing of Resolution 1 above, pursuant to section 551 of the Companies Act 2006, the directors be and are hereby unconditionally authorised to allot up to a maximum of 1 A Ordinary Share of nominal value \$0.0126 in the capital of the Company in accordance with the provisions of the articles of association of the Company. This authority expires five years from the date on which this resolution is passed

AGREEMENT:

We, being the sole shareholder of the Company entitled to vote on these Resolutions on the circulation date, irrevocably agree, having read the notes at the end of this document, that the Resolutions be so passed as ordinary resolutions



Signed for and on behalf of

OVERTURE TOPCO LIMITED

and signed on its behalf by
Vitruvian Directors I Limited



By Philip Moritz Russmeyer
Its Authorised Signatory

Date 9 December 2016

IMPORTANT:

To signify your agreement to the Resolution, you must:

- **sign this document where indicated above;**
- **return the signed document to the Company using one of the following methods:**
 - **deliver it by hand or send it by post to Syed Murshed, Kirkland & Ellis International LLP, 30 St. Mary Axe, London, EC3A 8AF;**
 - **attach a scanned copy of the signed document to an email, enter “Written Resolution” in the subject line and send it to Syed Murshed (syed.murshed@kirkland.com); and**
- **ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.**

Note: Once given, your agreement may not be revoked.