

Company number 09019417

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**WRITTEN RESOLUTION**

**of**

**EMERALD TOPCO LIMITED**  
**(the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

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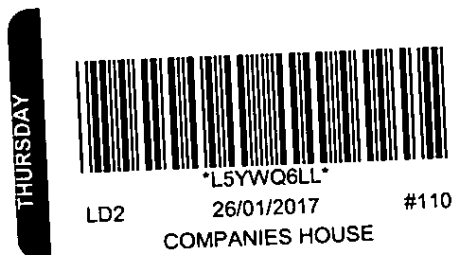
**CIRCULATION DATE:** 24 January 2017

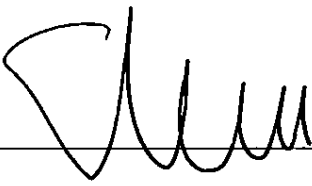
Pursuant to chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed:

**SPECIAL RESOLUTION**

**THAT**, in accordance with section 630 of the Companies Act 2006, the rights and restrictions attached to the following classes of shares are varied such that each share, of whatever class, shall rank pari passu with each other share, of whatever class, as regards (i) voting rights, (ii) rights to receive dividends, (iii) rights to receive capital on a winding-up and (iv) in all other respects

- 1 the A Ordinary Shares of USD 0.0126 each
- 2 the B Ordinary Shares of USD 0 126 each
- 3 the C Ordinary Shares of USD 0 126 each
- 4 the D Ordinary Shares of USD 0 126 each
- 5 the Preference Shares of USD 0 00126 each



A handwritten signature in black ink, consisting of a large, stylized 'S' followed by several loops and a final vertical stroke, positioned above a horizontal line.

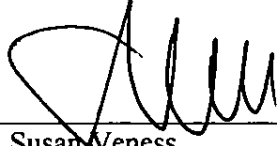
By Susan Veness

Director

**EMERALD TOPCO LIMITED**

## AGREEMENT

The undersigned, being the eligible members of the Company (as defined in section 289 of the Act) in respect of the written resolution, agree that the resolution be so passed.

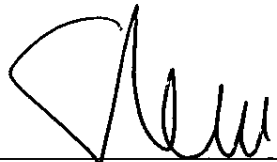


By: Susan Veness

Title Director

Date 24 January 2017

Signed for or on behalf of **OVERTURE TOPCO LIMITED** as attorney for the legal owners of 690,072 A Ordinary Shares, 89,928 B Ordinary Shares, 37,883 C Ordinary Shares, 164,673 D Ordinary Shares, 9,120,675 Preference Shares of the Company pursuant to powers of attorney dated 9 December 2016



By: Susan Veness

Title Director

Date 24 January 2017

Signed for or on behalf of **OVERTURE TOPCO LIMITED** as the legal owner of 1 A Ordinary Share of the Company

**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 the Company's registered office; or**
- **attach a scanned copy of the signed document to an email, enter "Special Resolution" in the subject line and send it to [ian.kirwan@kirkland.com](mailto:ian.kirwan@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.**