
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SHAREHOLDER WRITTEN RESOLUTIONS

of

STERLING UK HOLDCO LIMITED
Company Number: 09082346
(the "Company")

Circulation Date: 29 May 2020

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

SPECIAL RESOLUTIONS

1. **THAT** the issued share capital of the Company be reduced from £740,923,354 to £100 by cancelling and extinguishing all but one hundred (100) of the issued ordinary shares of £1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to the Company's distributable reserves and be treated as a realised profit for the purposes of Part 23 of the Act (the "**Reduction of Share Capital**").
2. **THAT** the actions and decisions of the directors of the Company in connection with the Reduction of Share Capital be and are hereby ratified and approved.

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

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MONDAY



A01 *A96BI18Y* #88
01/06/2020
COMPANIES HOUSE

AGREEMENT

THE UNDERSIGNED, being all the members entitled to vote on the Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.

Signed by Scott A. Cohen

for and on behalf of

DFG International, Inc.

Signature: 

Dated: 29 May 2020

Signed by

for and on behalf of

Sterling Mid-Holdings Limited

Signature:

Dated:

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AGREEMENT

THE UNDERSIGNED, being all the members entitled to vote on the Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.

Signed by Scott A. Cohen

Signature:

for and on behalf of

.....

DFG International, Inc.

Dated:

Signed by Rafael Colorado

Signature:

for and on behalf of


.....

Sterling Mid-Holdings Limited

Dated: 29 May 2020

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NOTES

1. To signify your agreement to the Resolutions, you should sign and date this document Tamas Lorinczy at tlorinczy@gibsondunn.com and then posting or handing the original to Tamas Lorinczy, Gibson, Dunn & Crutcher UK LLP, Telephone House 2-4 Temple Avenue, London, EC4Y 0HB.
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
4. If you are indicating agreement to the Resolutions on behalf of a person or company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
5. Unless, within twenty-eight (28) days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
6. When agreement to the Resolutions has been received from members representing seventy-five (75) per cent. of the total voting rights, it will be deemed passed.
7. 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.
8. A copy of the solvency statement made by the directors of the Company in accordance with section 643 of the Act for the purposes of the Reduction of Share Capital to be effected by the passing of the Resolutions is being sent or submitted to you at the same time as and together with this document.
9. A copy of this document was sent to the Company's auditors on the Circulation Date.