

Company Number 09117397

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

UKLS ACQUISITIONS LIMITED
(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

ORDINARY RESOLUTION

THAT pursuant to section 551 of the Companies Act 2006, the directors be authorised generally and unconditionally to allot 45,231,555 ordinary shares of £1 each in the capital of the Company to its sole shareholder, UKLS Midco Limited, provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot the shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By order of the board:



Director

15/4/MARCH 2019

Date

WEDNESDAY



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LD3

27/03/2019

#94

COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 14 MARCH 2019 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as an ordinary resolution.



For and on behalf of
UKLS Midco Limited

15 MARCH 2019

Date