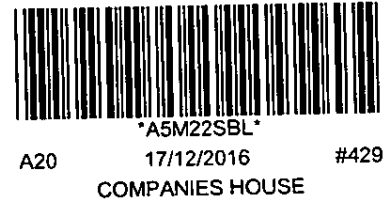


Company number 09180152

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**23 5 DEGREES TOPCO LIMITED**  
**(Company)**

SATURDAY



Circulation date 12 December 2016

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolution is proposed as a special resolution of the Company

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

**Please read the notes at the end of this document before signifying your agreement to the resolution.**

The persons named below, being all of the persons eligible to vote on the above resolution on the circulation date, irrevocably agree to the resolution

Anil Sudhakar Patil Date

Mark Hepburn Date

Michael John Tait Date

for and on behalf of Gateley Custodian and Nominee Services Limited Date

A handwritten signature in black ink, appearing to be "R. [unclear]", is written over the signature line.

for and on behalf of Share Nominees Limited  
(acting by its duly appointed attorney)

12 12 16  
Date

## NOTES

- 1 If you agree to the resolution, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods
  - **By hand** delivering the signed copy to the Company
  - **Post** returning the signed copy by post to the Company

If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution please ensure that your agreement reaches us before that date
- 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 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document