

Company number: 09180152

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
23.5 DEGREES TOPCO LIMITED**

Circulation date: 22 / 11 /

2018

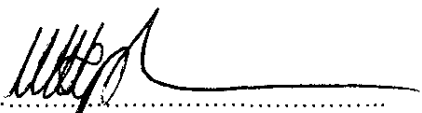
Under Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised under section 551 Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (those shares and rights being together referred to as **Relevant Securities**) up to a total nominal value of £55.38 to those persons at the times and generally on the terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of that period and the directors of the Company may allot Relevant Securities under that offer or agreement as if the authority conferred by this resolution had not expired.

Please read the notes at the end of this document before agreeing to the resolution.

The person named below, being a person eligible to vote on the above resolution on the circulation date, irrevocably agrees to that resolution.



Mark Hepburn

Date: 22 November 2018

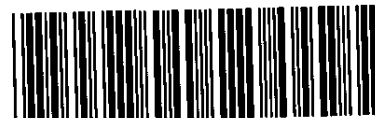
Michael Tait

Date: 2018

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

Date: 2018

TUESDAY



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#76

COMPANIES HOUSE

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For and on behalf of

Gateley Custodian and Nominee Services Limited

Date: 22 November

2018

in respect of:

- 16,482 preference shares of £0.000001 each;
- 378,212,287 ordinary shares of £0.000001 each;
- 11,051,388 ordinary shares of £0.000001 each;
- 100,000 ordinary shares of £0.000001 each;
- 34,050 ordinary shares of £0.000001 each; and
- 8,513 ordinary shares of £0.000001 each.

Michael Gregory Barcia, Darren Thompson and Union Pension Trustees Limited (as trustees of The Meridian Pension Scheme)

Date:

2018

[Signature]

Jonathan Bradley Cleland

Date: 22 November

2018

[Signature]

Luca Contardo

Date: 22 November 2018

[Signature]

Barry Joseph Mulholland

Date: 22 November

2018

[Signature]

Charlotte Amy Bowsher

Date: 22 November

2018

Anil Sudhakar Patil

Date:

2018

Amanda Hart

Date:

2018

NOTES:

1. If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to Jamie Gillespie at Gateley Plc, One Eleven Edmund Street, Birmingham B3 2HJ.
 - **Post:** returning the signed copy by post to Jamie Gillespie at Gateley Plc, One Eleven Edmund Street, Birmingham B3 2HJ.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Jamie.Gillespie@gateleyplc.com. Please enter "Written resolution dated [circulation date]" in the e-mail subject box.

If you do not agree with 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 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 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.