

WEDNESDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**AAA UK ACQUISITION CO. LIMITED
(COMPANY NO: 09442337)**

(the "Company")

Circulation date: 13 December 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions of the Company.

Special Resolutions

THAT, in accordance with sections 610(4) and 641 of the Companies Act 2006 (the "Act") and with effect from the date of registration by the Registrar of Companies in England and Wales of those documents required to be registered pursuant to section 644(1) of the Act in connection with the reduction approved under this resolution:

- (1) the share premium account of £114,827,779 be cancelled in its entirety;
- (2) the reserve arising from the cancellation of share premium be treated by the Company as a realised profit, as permitted by article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915); and
- (3) subject to the capital reduction referred to in resolution 1 becoming effective in accordance with the Act, the Company distribute in specie all of the shares held by it in the capital of DBRS, Inc.

Agreement

The undersigned, being duly authorised on behalf of the sole person entitled to vote on the above resolutions on the circulation date (being the sole eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably approves the resolutions.

**AAA UK Holding Co. Limited
(Sole Shareholder of the Company)**

By: William J. Schager Jr.
Name: **William J. Schager Jr.**
Title: Director
Date: 13 December 2019