

FRIDAY



Company Number: 9458917

WRITTEN RESOLUTION

of

GBUK GROUP LIMITED (the "Company")

5th APRIL 2019 (the "Circulation Date")

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to the following resolution (the "Resolution"), which is proposed by the directors of the Company to be passed as a special resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act").

SPECIAL RESOLUTION

THAT the share premium account of the Company be reduced by £16,376,416.19 with the amount of the share premium account so reduced and the reserve arising therefrom to be treated as a realised profit available for distribution to members of the Company (the "Reduction").

AGREEMENT

Please read the notes at the end of this Written Resolution before signifying your agreement to the Resolution.

Shareholder Name

Signature & Date

For an on behalf of Coöperatief H2
Equity Partners Fund IV Holding W.A.

Date: *5th APRIL 2019*

Guy Rhoderic Gordon Mills

.....
Date:

Mark Clifton Thompson

.....
Date:

Peter Vincent John Spiller

.....
Date:

Martin Richard Garbett

.....
Date:

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Date:  5th APRIL 2019

Martin Richard Garbett

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Date:

Jacqueline Leslie Goodsell

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Date:

Richard John Goodwin

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Date:

Cornelia Halndl

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Date:

David Pickles

.....
Date:

Lee Quickmire

.....
Date:

Matthew Williams

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Date:

Michael Geering

.....
Date: *5th April 2019*

NOTES:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
 - (a) By Hand: delivering the signed copy to Jayne Aarons c/o Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP;
 - (b) Post: returning the signed copy by post to Jayne Aarons c/o Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP; or
 - (c) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to jayne.aarons@squirepb.com Please enter *"Written Resolutions 2019"* in the e-mail subject box.
- 2 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.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

- 4 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.