

Company Number 10158750

ORDINARY AND SPECIAL RESOLUTIONS

of

MBA HOLDING COMPANY 1 LIMITED (Company)

Passed on 15 December 2016

The following resolutions were duly passed as an ordinary resolution and a special resolution on 15 December 2016 by way of written resolution under Chapter 2 of the Companies Act 2006

ORDINARY RESOLUTION

- 1 THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (or a duly constituted committee of the directors) (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £36,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary 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 or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall
 - a be limited to the allotment of equity securities up to an aggregate nominal amount of £36,000,000, and



- b expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Director