

THE COMPANIES ACT 2006

---

PRIVATE COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTIONS

of

AXLE TOPCO LIMITED (the "Company")

Circulation date: *31 October* 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that the following resolutions are passed as written resolutions of the Company having effect, in the case of resolution 1, as an ordinary resolution and, in the case of resolution 2, as a special resolution (together the "Resolutions"):-

ORDINARY RESOLUTION

1. **THAT**, in substitution for any previous authority, the Directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Act, to allot shares in the Company up to a maximum aggregate nominal amount of £50; provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 above the Directors be hereby given power in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act did not apply to the allotment provided that such power shall expire on the date being five years from the date on which this resolution is passed unless previously renewed, varied or revoked by the Company in general meeting but 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 that offer or agreement as if this power had not expired.

AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:-





for and on behalf of  
NORTHEDGE CAPITAL FUND II, LP

31 October 2017  
Date

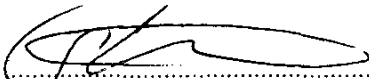


for and on behalf of  
NORTHEDGE CAPITAL COINVESTMENT II, LP

31 October 2017  
Date

IAN KELLY

Date



STEVEN GRANITE

31 October 2017  
Date

DAVID COULSON

Date

PAUL JAMIESON

Date

ANDREW PALMER

Date

TONY KENNY

Date

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method:-
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [victoria.jew@pinsentmasons.com](mailto:victoria.jew@pinsentmasons.com). Please enter "Written resolutions" in the e-mail subject box.

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. You must ensure your agreement to the Resolutions reaches us within 28 days of the Circulation Date otherwise the Resolutions will lapse.
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.