

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

JUPITER MIDCO 2 LIMITED

(the "Company")

Circulation Date: 3 October 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole member of the Company proposes that the following resolutions (the "Resolutions") are passed in the case of resolution 1 as an ordinary resolution and in the case of resolution 2 as a special resolution:

ORDINARY RESOLUTION

1. **THAT** for the purposes of section 551 of the Act:
 - (a) the Directors be and are hereby generally and unconditionally authorised to allot 376,171 A Ordinary Shares of \$1.00 each and 17,782,449 Preference Shares of \$1.00 each up to a maximum nominal amount of \$18,158,620 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution; and
 - (b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares to be allotted or such rights to be granted after the expiry of the said period and the Directors may allot any such shares and grant any such subscription and conversion rights referred to in (a) in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution in accordance with the provisions of section 551(7)(b) of the Act.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 set out in above, the Directors be and are hereby empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution, up to a maximum nominal value of \$18,158,620 as if sub-section (1) of section 561 of the Act did not apply to any such allotment.

We, the undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions and for the avoidance of doubt we hereby irrevocably approve all matters contemplated by the Resolutions notwithstanding anything to the contrary contained in the articles of association of the Company.

FRIDAY



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18/10/2019

COMPANIES HOUSE

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NOTES

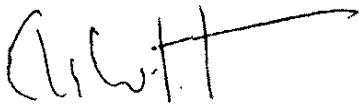
1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If within 28 days following the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
3. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
4. 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.

Jupiter Midco 2 Limited

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which have effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolutions (the "**resolutions**"), a copy of which are attached, were passed as ordinary and special resolutions by or on behalf of the sole member of the Company who, at the date of the circulation of the resolutions, was entitled to attend and vote at a General Meeting of the Company.
2. The resolutions were signed by or on behalf of the sole member on 3 October 2019.



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Director