

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MISS GROUP HOLDINGS LIMITED

Company Number 10797206
(the "Company")

Circulation Date: 11 December 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 be passed as an ordinary resolution and resolutions 2 and 3 as special resolutions of the Company (together the "**Resolutions**").

ORDINARY RESOLUTION

1 **THAT**, subject to the passing of resolutions 2 and 3 below, the following shares held by the sole shareholder of the Company in the capital of the Company be re-classified as follows:

- (a) 2813 A ordinary shares of £0.01 each be re-classified as 2813 ordinary shares of £0.01 each;
- (b) 45 B ordinary shares of £0.01 each be re-classified as 45 ordinary shares of £0.01 each;
- (c) 429 C ordinary shares of £0.01 each be re-classified as 429 ordinary shares of £0.01 each; and
- (d) 643 A1 ordinary shares of £0.01 each be re-classified as 643 ordinary shares of £0.01 each,

such ordinary shares of £0.01 each having the rights and being subject to the obligations set out in the current articles of association of the Company.

SPECIAL RESOLUTION

2 **THAT**, the share premium account of the Company be reduced by £39,875,948 from £39,875,948 to £NIL and the amount by which the share premium account is so reduced be credited to a reserve of the Company.

3 **THAT**, subject to the passing of resolutions 1 and 2, the issued share capital of the Company be reduced from £350,195.55 to £3.5019555 by cancelling and extinguishing capital to the extent of £0.0099999 on each fully paid up ordinary share of £0.01 each in the capital of the Company and reducing the nominal value of each issued fully paid up ordinary share of £0.01 to £0.0000001 and the amount by which the share capital be reduced be credited to a reserve of the Company.

SATURDAY



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12/12/2020

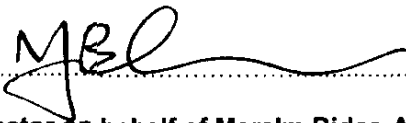
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COMPANIES HOUSE

AGREEMENT

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

We, the undersigned, being the sole shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



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Director on behalf of Meralim Bidco AB

Date 11 December 2020

NOTES

- 1 If you agree to the Resolutions, 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 Millie Woodruff c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester M3 3EB;
 - (b) **Post:** returning the signed copy by post to Millie Woodruff c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester M3 3EB; or
 - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to millie.woodruff@squirepb.com.

If you do not agree to 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 Unless, by the date being 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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.