
Company Name: FC SKYFALL INTERMEDIATE HOLDCO 1 LIMITED
(the "Company")

Company Number: 10817818

WRITTEN RESOLUTIONS
proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

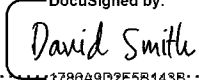
Circulation Date: 29 October 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution contained on PAGE 2 of this document be passed as a special resolution within the meaning of section 283 Companies Act 2006.

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the special resolution.

There is enclosed with this document a solvency statement under section 643 Companies Act 2006 made by the directors of the Company on 29 October 2021 for the purposes of section 642 Companies Act 2006.

Dated: 29 October 2021

DocuSigned by:

.....1780A9D2F5B143B:.....
By Order of the Board

Registered Office: Southgate House, Archer
Street, Darlington, County
Durham, DL3 6AH

SPECIAL RESOLUTION

- 1 THAT forthwith upon this resolution becoming effective under section 644(4) Companies Act 2006:
 - (a) the share capital of the Company be reduced by the sum of £220,041,393.00 by cancelling and extinguishing 220,041,393 of the 220,041,394 issued and fully paid up Ordinary Shares of £1.00 each in the capital of the Company with the aggregate reserve arising being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with paragraph 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI/2008/1915); and
 - (b) the share premium account of the Company be cancelled in its entirety, namely by the sum of £42,436,229.77 with the amount so cancelled being treated for the purposes of Part 23 of the Companies Act 2006 as realised profit in accordance with paragraph 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI/2008/1915).

IMPORTANT NOTES

- 1 If you agree with the special resolution contained on PAGE 2 of this document, please indicate your agreement by signing and dating this document where indicated below on PAGE 4 and returning it to the Company using one of the following methods:
 - (a) By hand: delivering the signed copy to Gemma Trencher at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
 - (b) By post: returning the signed copy by post to Gemma Trencher at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
 - (c) By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Gemma.Trencher@uk.gowlingwlg.com. Please enter "Written Resolutions (Reduction) 2021" in the e-mail subject box.
 - (d) By Adobe Sign or DocuSign: via the link received to signify your agreement in this way or by returning this document through the electronic platform of Adobe Sign or DocuSign (as applicable). This would usually be automatic following you completing the electronic signing process.
- 2 If you do not agree to the special 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 special resolution, you may not revoke your agreement.
- 4 Unless, by 26 November 2021 (being the period of 28 days beginning with the circulation date of these written resolutions), sufficient agreement has been received for the special resolution to be passed, it will lapse. If you agree to the special resolution, please ensure that your agreement reaches us before or during this date. However, please note that unless the special resolution is passed before 26 November 2021, the reduction in the Company's share capital and share premium account resolved on by the special resolution will not take effect.

AGREEMENT

Please read the important notes on PAGE 3 of this document before signifying your agreement to the special resolution set out on PAGE 2.

The undersigned, being the sole eligible member entitled to vote on the special resolution contained on PAGE 2 of this document on 29 October 2021, hereby irrevocably agrees to the special resolution.

Name of Shareholder	Signature	Date
Duly authorised signatory for and on behalf of FC SKYFALL LOWER MIDCO LTD CRN: 9090162	<div>DocuSigned by: 1786A9D2F5B143B.....</div>	29 October 2021
