

No. 10854229

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

MARILYN MIDCO 2 LIMITED

TUESDAY



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A15

07/11/2017

#156

COMPANIES HOUSE

Circulation Date: 5 October 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors of the above-named company (the "**Company**") propose that the following resolutions (the "**Resolutions**") are passed, in the case of Resolution 1, as a special resolution and, in the case of Resolutions 2(a) and 2(b), as *ordinary resolutions*:

SPECIAL RESOLUTION

1. **THAT** 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 and/or non-cash consideration, pursuant to the authority conferred on them to allot such shares or grant such rights by Resolution 2 below, up to a maximum nominal value of £150,961,249 as if sub-section (1) of section 561 of the Act did not apply to such allotment or grant.

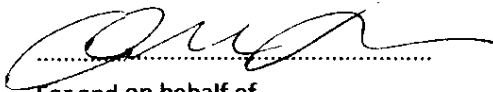
ORDINARY RESOLUTIONS

2. **THAT** pursuant to section 551 of the Act:
 - (a) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot 150,961,249 ordinary shares of £1 each, up to a maximum nominal amount of £150,961,249 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 relevant securities to be allotted after the expiry of the said period, and the Directors may allot any such shares referred to in (a) above 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,

so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked.

We, the undersigned, being the sole shareholder entitled to vote on the Resolutions on 2017, hereby irrevocably agree to the Resolutions.



For and on behalf of
MARILYN MIDCO 1 LIMITED

Date 5 October 2017

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 in hard copy, by e-mail, fax or in electronic form.
2. If within 28 days of 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. 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.

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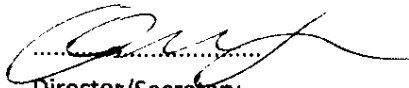
RECORD OF WRITTEN RESOLUTIONS

MARILYN MIDCO 2 LIMITED

Record of written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has 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 special resolutions and as ordinary resolutions by or on behalf of the members of the Company who, at the date of the circulation of the Resolutions, were entitled to attend and vote at a general meetings of the Company.
2. The Resolutions were signed by or on behalf of the last member on 5 October 2017.



Director/Secretary