

Company no. 10900392

The Companies Act 2006
Private company limited by shares
Written resolution
of
Topco Oasis Limited

20 February 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Topco Oasis Limited (the "**Company**") propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

Special Resolution:

1. That the capital of the Company be and is reduced by:
 - (a) cancelling 1,524 of the B Ordinary Shares of £0.01 each in the capital of the Company, each of which is issued as fully paid;
 - (b) cancelling 9,000 of the C Ordinary Shares of £0.01 each in the capital of the Company, each of which is issued as fully paid; and
 - (c) cancelling the share premium account of the Company by £10,418.76 and the amount by which the share premium account is so cancelled be repaid to Tenzing PE I GP LLP

Important:

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

The undersigned, being the person(s) entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agree to such Special Resolution.




Signed: 

Lisa Jane Stone

Number of A2 Ordinary Shares: 3,455

Date: 20 February 2019

Signed: 


duly authorised signatory
for and on behalf of

Tenzing PE I GP LLP

Number of A1 Ordinary shares: 50,496

Number of B Ordinary Shares: 1,524

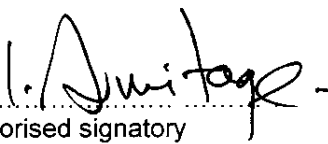
Date: 20 February 2019

Signed: 

James Gavin Logan

Number of B Ordinary Shares: 1,679

Date: 20 February 2019

Signed: 
duly authorised signatory
for and on behalf of

Isfield Nominees Limited

Number of A1 Ordinary Shares: 13,930

Date: 20 February 2019

Signed: 

Georg Mischa Ell

Number of B Ordinary Shares: 916

Date: 20 February 2019

Notes

1. A solvency statement by the directors of the Company dated 10 February 2019 made pursuant to Section 643, Companies Act 2006 is attached (the "**Solvency Statement**")
2. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Osborne Clarke LLP, One London Wall, London, EC2Y 5EB marked for the attention of Sara McDiamond).
 - By post (by returning the signed copy to Osborne Clarke LLP, One London Wall, London, EC2Y 5EB marked for the attention of Sara McDiamond).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to sara.mcdiamond@osborneclarke.com marked for the attention of Sara McDiamond). Please enter "Written resolution of Topco Oasis Limited circulated on [●] [circulation date]" in the email subject box.
3. The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). **In order to be effective sufficient votes to pass the resolution must have been cast within 15 days of the date of the Solvency Statement.** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
4. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
5. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
6. 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.
7. If you require any assistance in completing this document, please contact Sara McDiamond.