

Company Number: 11442710

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

CHAPLIN TOPCO LIMITED

(THE "COMPANY")

Circulation Date: 13 JULY 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") propose that the following resolutions be passed, in the case of Resolutions 1, 2 and 3, as ordinary resolutions and, in the case of Resolutions 4 and 5, as special resolutions (together, the "**Resolutions**");

ORDINARY RESOLUTIONS

1. **THAT**, the 1 ordinary share of £1.00 in the share capital of the Company (comprising the entire share capital of the Company) be sub-divided into 1000 ordinary shares of £0.001 each in the share capital of the Company.
2. **THAT**, the 1000 ordinary shares of £0.001 each in the share capital of the Company (comprising the entire share capital of the Company) be re-designated as 1000 A ordinary shares of £0.001 each in the share capital of the Company ("**A Ordinary Shares**"), such shares to have the rights and be subject to the conditions contained in the New Articles (as defined below).
3. **THAT**, the share capital of the Company be increased by the creation, allotment and issue of 750,126 A Ordinary Shares, 66,515 B ordinary shares of £0.0001 each ("**B Ordinary Shares**"), 27,359 C ordinary shares of £0.0001 each ("**C Ordinary Shares**"), 54,500 A growth shares of £0.0001 each ("**A Growth Shares**"), 62,000 B growth shares of £0.0001 each ("**B Growth Shares**") and 6,000 C growth shares of £0.020 each ("**C Growth Shares**"), having the rights and being subject to the conditions set out in the New Articles (as defined below), and **THAT**, for the purposes of 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: (i) 750,126 A Ordinary Shares; (ii) 66,515 B Ordinary Shares; (iii) 27,359 C Ordinary Shares; (iv) 54,500 A Growth Shares; (v) 62,000 B Growth Shares; and (vi) 6,000 C Growth Shares, up to a maximum aggregate nominal value of £891.1634 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.

SPECIAL RESOLUTION

4. **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, pursuant to the authority conferred on them to allot such shares or grant such rights pursuant to Resolution 3 above, up to a maximum aggregate nominal value of £891.1634 as if sub-section (1) of section 561 of the Act did not apply to any such allotment.
5. **THAT**, conditional upon the sole member of the Company who is entitled to vote on the Resolutions indicating their approval to Resolutions 1, 2, 3 and 4 above, pursuant to section 21(1) of the Act, the existing articles of association of the Company (the "**Existing Articles**") be deleted in their entirety and the articles of association contained in the document attached to this Resolution (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.



For and on behalf of

CALEDONIA INVESTMENTS PLC

Date: 13 JULY 2018

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, 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.