

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**CHAPLIN TOPCO LIMITED**

**(Effective 29 September 2020)**

The following resolution was duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "Act") as a Special Resolution with effect from 29 September 2020.

**SPECIAL RESOLUTION**

1. **THAT**, pursuant to section 21(1) of the Act, the articles of association appended to this Resolution be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.



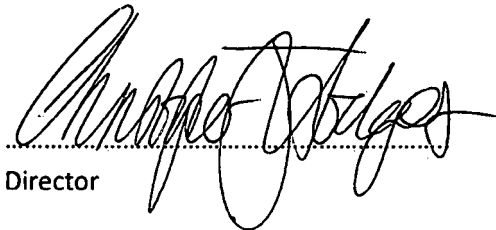
## RECORD OF WRITTEN RESOLUTION

### CHAPLIN TOPCO LIMITED

Record of a 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 resolution (the "**resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the members of the Company who, at the date of the circulation of the resolution, were entitled to attend and vote at a General Meeting of the Company.
2. The resolution was signed by or on behalf of the last member on 29 September 2020.



Director