

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

- of -

**CARPENTERS GROUP LIMITED**  
**REGISTERED NUMBER: 12716426**

(the "Company")

**CIRCULATION DATE:** 29 July 2020

Pursuant to s.281 and Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose to its members the following written resolutions, which in the case of resolutions 1 to 4 are proposed as special resolutions and in the case of resolutions 5 and 6 as special resolutions (the "Resolutions").

**SPECIAL RESOLUTIONS**

1. **THAT**, 3,001,000 of the existing issued Ordinary Shares of €1.00 each in the capital of the Company be and are hereby redesignated as A Ordinary Shares of €1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the Company's articles of association, as adopted pursuant to Resolution 4 below.
2. **THAT**, the remaining 36,866,666 existing issued Ordinary Shares of €1.00 each in the capital of the Company be and are hereby redesignated as B Ordinary Shares of €1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the Company's articles of association, as adopted pursuant to Resolution 4 below.
3. **THAT**, the directors be generally empowered pursuant to s.569 of the Act to allot equity securities (within the meaning of s.560 of the Act) as if s.561 of the Act did not apply to such allotment.
4. **THAT**, the articles of association attached to this Resolution be 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.



## ORDINARY RESOLUTIONS

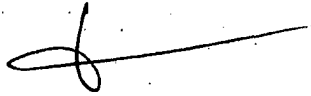
5. **THAT**, the directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to an aggregate nominal amount of €12,979,000 for a period expiring (unless previously revoked, varied or renewed) on the date five years from the date on which this resolution is passed.
6. **THAT**, each of Camille Claverie, Henri Topiol and Isabelle Ealat (each of whom has consented to act) is appointed as a director of the Company with immediate effect.

## AGREEMENT TO WRITTEN RESOLUTIONS

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

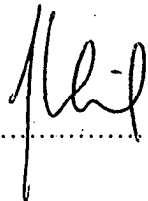
*[Signature page to follow]*

The undersigned, being the members of the Company entitled to vote on the Resolutions,  
hereby irrevocably agree to the Resolutions.



.....  
Signed by **LOÏC LE GAILLARD**

Date: 29 July 2020



.....  
Signed by **JULIEN LOMBRIL**

Date: 29 July 2020

## NOTES

### *Procedure for signifying agreement*

1. You can choose to agree to all of the written resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. Alternatively, you can signify your agreement by following procedures set out below:
  - By hand: deliver a signed and dated copy to Mike Grant at Willkie Farr & Gallagher (UK) LLP, CityPoint, 1 Ropemaker Street, London EC2Y 9AW.
  - By post: return a signed and dated copy by post to Mike Grant at Willkie Farr & Gallagher (UK) LLP, CityPoint, 1 Ropemaker Street, London EC2Y 9AW.
  - By e-mail: send an e-mail to MGrant@willkie.com stating your name and that you agree to the Resolutions dated 29 July 2020.
2. Only the e-mail address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the Resolutions. The electronic address given above may only be used for the purposes specified.

### *Period for agreeing to written resolution*

3. Unless, by the end of the period 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during that period. Your agreement will be ineffective if received after that date.

### *Other*

4. 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.