

Company number: SC444215

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
FISHERS TOPCO LIMITED**

(the "Company")

Circulated on 27 November 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "**Resolution**") be passed as an ordinary resolution:

ORDINARY RESOLUTION

1. "THAT in accordance with section 551 of the Act, the directors of the Company be and hereby are generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act) up to an additional 3,144,904 ordinary shares of £1 each in the capital of the Company provided that this authority shall (unless previously revoked or renewed) expire on the fifth anniversary of the date of this Resolution".

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, being the shareholders entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


FTL UK ACQUISITION COMPANY
LIMITED

Dated: 27 November 2017

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree with the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before the end of this period.

MONDAY



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15/01/2018

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COMPANIES HOUSE

