

COMPANY SECRETARY  
EDITH JONES

23 DEC 2019

FRONT DESK

THE COMPANIES ACT 2006

SOLE MEMBER'S WRITTEN RESOLUTION

FISHERS TOPCO LIMITED

REGISTERED NUMBER: SC444215

(the "Company")

CIRCULATION DATE: 23 DECEMBER 2019

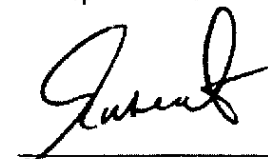
We, being the sole member of the Company eligible to vote on the undernoted resolution proposed by the directors pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), having read the attached explanatory notes and statements, hereby irrevocably agree to the resolution indicated below being passed as a special resolution of the Company having effect as if passed by the Company in general meeting and accordingly WE RESOLVE THAT:

SPECIAL RESOLUTION

- I subject to this resolution being passed within 15 days of the date of signing of the statement of solvency which is annexed to this resolution, the Company's share premium account be reduced from £28,306,806 to £nil pursuant to sections 610(4) and 641 of the Act with the said reduction to be credited to the profit and loss reserve of the Company.

AGREEMENT

By signing the consent below, we hereby agree to the above Written Resolution being passed as a special resolution.

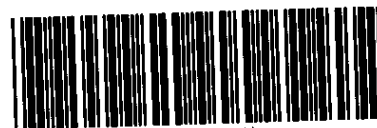


For and on behalf of  
FTL UK Acquisition Company Limited

23 DECEMBER 2019

Date

MONDAY



\*S8KWHV7N\*

SCT

23/12/2019

#169

COMPANIES HOUSE

## NOTES

You can choose to agree to all of the Written Resolutions or none of them but you cannot agree to only some of the Written Resolutions. If you agree to all of the Written Resolutions, 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:

- 1        **By Hand:** delivering the signed copy to FAO Lucy Renaut, Riggs Place, Cupar, Fife, KY15 5JA.
- 2        **Post:** returning the signed copy by post to FAO Lucy Renaut, Riggs Place, Cupar, Fife, KY15 5JA.
- 3        If you do not agree to all of the Written Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4        Once you have indicated your agreement to the Written Resolutions, you may not revoke your agreement.
- 5        Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Written Resolutions to pass, they will lapse. If you agree to the Written Resolutions, please ensure that your agreement reaches us before or during this date.
- 6        In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7        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.