

Company no.: 02342186

MONDAY



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02/12/2019

#203

COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**SPECIAL AND ORDINARY RESOLUTION**

**OF**

**ADVENT INTERNATIONAL PUBLIC LIMITED COMPANY**

(the "Company")

Passed on 15 November 2019

At a General Meeting of the Company duly convened and held at 2.30 [am/p.m.] on 15 November 2019 at 160 Victoria Street, London, the following resolutions were duly passed, in the case of resolutions numbered one and two as special resolutions of the Company and resolutions numbered three and four as ordinary resolutions of the Company:

**SPECIAL RESOLUTIONS**

1. **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 (the "**2006 Act**") by the name of Advent International Ltd
2. **THAT** with effect from the Company's re-registration as a private limited company, the Company adopt new articles of association in the form annexed to this resolution in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.

**ORDINARY RESOLUTIONS**

3. **THAT** with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the 2006 Act (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors of the Company be given the power under section 550 of the 2006 Act to allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company. This authority is in substitution for any previous authority conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.
4. **THAT** with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the 2006 Act (Commencement No. 5, Transitional Provisions and Savings) Order 2008 (SI 2007/3495), the directors of the Company be given authority to authorise matter giving rise to an actual or potential conflicts for the purposes of section 175 of the 2006 Act.

Chairman

Date: 15 / 11 / 2019