

Company Number 8661119

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TBDA Investors (No. 6) Limited (the "Company")

TUESDAY



RM

R6GS0202

10/10/2017

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COMPANIES HOUSE

PASSED ON 2 October 2017

The following resolution was duly passed a special resolution on 2 October 2017 by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company shall be amended as follows:

(A) by replacing article 36(7) with the following:

"Any transfer of an ordinary share may only be made to a Managing Partner, an Investor or a new investor, and in the case of an Investor or a new investor only with the prior consent of the Managing Partners in accordance with the terms of the LLP Agreement"; and

(B) by replacing article 70(1) with the following:

"A holder of redeemable ordinary shares will have the right (but not the obligation), exercisable at such holder's absolute discretion, by notice in writing to the company to be received in any year at any time between 1 August to 31 August (inclusive), to require the company (subject to applicable law and to the right of the LLP under the LLP Agreement instead to acquire the relevant shares) to redeem any or all the redeemable ordinary shares held by such holder at a redemption price per redeemable ordinary share equivalent to five and a half times the Operating Profit Per Share for each redeemable ordinary share the subject of the notice (the "**Redemption Price**")".

By order of the board:

Director/Secretary

9/10/17

Date