

Company number 11508797

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**TDKP TOPCO LIMITED ("Company")**

**Circulation Date: 27<sup>th</sup> JUNE 2020**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed, with resolution 2 being passed as a special resolution ("**Resolutions**").

**ORDINARY RESOLUTION**

**THAT** the terms of an agreement proposed to be made between the Company and Claire Smith for the purchase by the Company from Claire Smith of 2,700 C ordinary shares of £0.01 each in the capital of the Company ("**Shares**") for a total consideration of £2,700 as set out in the contract attached ("**Purchase Contract**") be approved and the Company be authorised to enter into the Purchase Contract.


**SPECIAL RESOLUTION**

**THAT**, all pre-emptive rights pursuant to article 11.2 of the articles of association of the Company over the Shares proposed to be acquired by the Company from Claire Smith for a total consideration of £2,700 pursuant to the Purchase Contract are irrevocably waived.

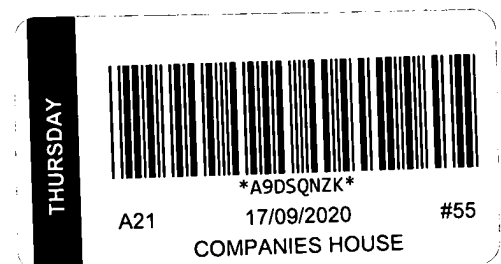
**AGREEMENT**


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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

  
Name Mark Keerey (Jun 28, 2020, 3:49am)  
For and on behalf of  
**ECI 11 Nominees Limited A/C ECI 11 LP**  
Date **28 JUNE 2020**

Name .....  
**Oliver Kelly**  
Date .....



Name   
Mark Finlay (Jun 27, 2020, 3:20pm)  
Date 27 JUNE 2020

Name .....  
Mark Williams  
Date 27 JUNE 2020

Name   
Edward Reeves (Jun 27, 2020, 2:09pm)  
Edward Reeves  
Date 27 JUNE 2020

Name .....  
Jane Reeves  
Date

Name .....  
Rachel Clacher  
Date

Name .....  
David Clacher  
Date

Name .....  
Joanna Swash  
Date

27 JUNE 2020

## NOTES

- 1 You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date ("**Lapse Period**") using one of the following methods:
  - (a) **By hand:** delivering the signed copy to Giles Chesher C/O Squire Patton Boggs (UK) LLP, 1 Hardman Square, No.1 Spinningfields, Manchester M3 3EB, United Kingdom.
  - (b) **Post:** returning the signed copy by post to Giles Chesher C/O Squire Patton Boggs (UK) LLP, 1 Hardman Square, No.1 Spinningfields, Manchester M3 3EB, United Kingdom.
  - (c) **E-mail:** attaching a scanned copy of the signed document to an e-mail and sending it to [giles.chesher@squirepb.com](mailto:giles.chesher@squirepb.com). Please enter "Share Buyback 2020" in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the end of the Lapse Period, 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 during this period.
- 4 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.
- 5 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.