

Company number 02717838

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**WRITTEN RESOLUTION**  
**of**  
**MATCHESFASHION LIMITED**  
**(the "Company")**  
**A PRIVATE COMPANY LIMITED BY SHARES**

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**CIRCULATION DATE:** 25 August 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company proposes that the following resolution is passed.

**SPECIAL RESOLUTION:**

*THAT the articles of association of the Company attached hereto as the Exhibit be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.*

*[Signature pages follow]*

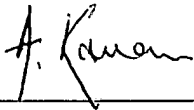


**AGREEMENT:**

I, being the sole member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

Signed by:

**MF BIDCO LIMITED**

  
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Name: Ajay Kavan

Date: 25 August 2020

**IMPORTANT:**

**To signify your agreement to the Resolution, you must:**

- **sign this document where indicated above;**
- **return the signed document to the Company using one of the following methods:**
  - **deliver it by hand or send it by post to Victoria Eito at c/o Kirkland & Ellis International LLP, 30 St. Mary Axe, London EC3A 8AF; or**
  - **attach a scanned copy of the signed document to an email, enter “Written Resolutions” in the subject line and send it to [andrej.wolf@kirkland.com](mailto:andrej.wolf@kirkland.com) and [victoria.eito@kirkland.com](mailto:victoria.eito@kirkland.com); and**
- **ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.**

**Note: Once given, your agreement may not be revoked.**