

Matchesfashion Limited
(Registered number 02717838)
(the "Company")

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

Circulation date: 3 November 2017

1 Preamble

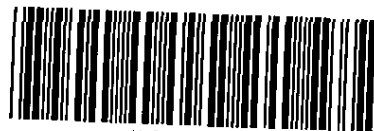
- 1.1 The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the special resolutions below (the "**Special Resolutions**") are passed as special resolutions of the Company, pursuant to and in accordance with s.283 of the Companies Act 2006 and the ordinary resolutions below (the "**Ordinary Resolutions**") and the together with the Special Resolutions, the "**Resolutions**") are passed as ordinary resolutions of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 1.2 Capitalised terms used and not otherwise defined in the Resolutions shall have the meanings given in the draft written resolutions of the directors of the Company scheduled to these written resolutions (the "**Director's Resolutions**").

2 Special Resolutions

- 2.1 **THAT** with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 10.
- 2.2 **THAT** with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 13.
- 2.3 **THAT** with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 14.
- 2.4 **THAT** with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 16.
- 2.5 **THAT** with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 36.

3 Ordinary Resolutions

- 3.1 **THAT** the entry into and performance by the Company of the Documents and any other transactions contemplated thereby would promote the success of the Company for the benefit of its members as a whole and are hereby approved.



- 3.2 **THAT** the terms of the Documents and the performance by the Company of its obligations thereunder are hereby approved, in each case, with such amendments thereto as any Director of the Company (or the Parent acting on the Company's behalf) may in his or her absolute discretion approve.
- 3.3 **THAT** each and every Director (or the Parent acting on the Company's behalf) is hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall in their discretion deem necessary or appropriate.
- 3.4 **THAT** all other transactions, documents and other matters set out in or contemplated by the Director's Resolution are hereby approved.
- 3.5 **THAT** any step taken or act done by a Director (or the Parent acting on the Company's behalf) in connection with the Documents and/or any other transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
- 3.6 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions).
- 3.7 **THAT** Kirkland & Ellis International LLP be instructed to arrange for:
- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
 - (b) all appropriate forms and documents to be filed at Companies House.

Agreement:

We, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, agree that the Resolutions be passed as ordinary resolutions and special resolutions (as applicable) of the Company.



For and on behalf of
MF Bidco Limited

Date: 3 November 2017

Important:

To signify your agreement to the Resolutions, 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 the Company's registered office;
- fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of Jerome Hoyle" to 30 St Mary Axe, London, EC3A 8AF (fax number +44 20 7469 2401); or
- attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to jerome.hoyle@kirkland.com.

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

Unless, by (and including) the date falling 14 days from the circulation date of these Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Note Once given, your agreement may not be revoked