

Company number 03056267

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of the sole member of
Moorepay Compliance Limited (the "Company")

CIRCULATION DATE: 25 May 2018

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 as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting a new Article 4A as follows:

"4A. Any lien on shares which the Company has shall not apply in respect of any shares that have been charged by way of security to a bank, financial institution or other person or a subsidiary of a bank, financial institution or other person or that are transferred in accordance with article 11(g)."

AGREEMENT

We, being the sole eligible 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.

KE 103977309



Signed by:

A large black rectangular box redacting the signature of the person signing the document.

Signed for or on behalf of
Moorepay Limited

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 the Company's registered office;
 - fax a copy of the signed document to Kirkland & Ellis International LLP marked "For the attention of Arwyn Davies" (☎ +44 (0)20 7469 2001; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to arwyn.davies@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.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

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

THE COMPANIES ACT 1985 (AS AMENDED BY THE COMPANIES ACT 1989)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MOOREPAY COMPLIANCE LIMITED

PRELIMINARY

1

- (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

ALLOTMENT OF SHARES

2

- (a) Shares which are comprised in the authorised share capital as at the date of the adoption of these Articles shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of, the same, to such persons, on such terms and in such manner as they think fit
- (b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- (c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital as at the date of the adoption of these Articles at any time or times during the period of five years from the date of the adoption of these Articles and the Directors may, during that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiration of that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in General Meeting.

SHARE CAPITAL AND SHARES

- 3 The directors are generally and unconditionally authorized for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) in any amount. The authority

given by this article shall expire at the end of five years beginning on the date on which it was given

- 4 The Company shall also have a first and paramount lien on all shares which are not fully paid, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company Clause 8 in Table A shall be modified accordingly
- 4(A) Any lien on shares which the Company has shall not apply in respect of any shares that have been charged by way of security to a bank, financial institution or other person or a subsidiary of a bank, financial institution or other person or that are transferred in accordance with article 11(g).

GENERAL MEETINGS AND RESOLUTIONS

5

- (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company

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- (a) Regulation 40 in Table A shall be read and construed as if the words “at the time when the Meeting proceeds to business” were added at the end of the first sentence
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved
- (c) Regulation 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 7 Regulation 64 in Table A shall not apply to the Company
- (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by Special Resolution in General a Meeting of the Company Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly
 - (b) The Directors shall not be required to retire by rotation and Regulations 73 and 80 (inclusive) in Table A shall not apply to the Company
 - (c) No person shall be appointed a Director at any General Meeting unless either
 - (i) he is recommended by the Directors, or
 - (ii) not less than fourteen nor more that thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed, or
 - (iii) the Company may by Special Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, or
 - (iv) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors for the time being in force, or
- 8 Notwithstanding any limitation on the number of directors imposed by the Articles of Association of the Company or determined from time to time by Special Resolution in General Meeting of the Company the Preference Shareholder or the "A" Ordinary Shareholder shall be entitled to appoint as a non-executive director of the Company any person or company (herein referred to as "the Special Director") approved by the holders of the Ordinary Shares of the Company (whose approval shall not be unreasonably withheld or delayed) and to remove from office any person or company so appointed and (subject to such approval) to appoint another person or company in his place The Special Director shall not be required to hold any share qualification nor shall he be subject to retirement by rotation The reasonable remuneration and reasonable expenses to be paid to the Special Director shall be payable by the Company and shall be such reasonable sum as may be agreed between the Preference Shareholder and the Company or failing agreement such reasonable sum as shall be fixed by an arbitrator appointed by the agreement of the parties or in default of agreement by the President for the time being

of the Institute of Chartered Accountants. Upon receipt of a written request by the Preference Shareholder the company shall also procure that the Special Director be appointed a director to any subsidiary of the Company.

- 9 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party
- 10 A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, and Regulation 94 of Table A shall be modified accordingly

TRANSFER OF SHARES

11

- (a) Notwithstanding any other provision contained in this Article 11, any share may at any time be transferred to a member holding shares of the same class
- (b) Any share may at any time be transferred to any person and at any price if such person and price are approved by all of the members of the Company for the time being
- (c) Subject to the foregoing no transfer of a share shall be permitted except in accordance with Articles 3 and this Article 11
- (d) Notwithstanding any other provision contained in these articles no transfer of the Cumulative Preference Shares shall be permitted.
- (e) Notwithstanding any other provision contained in this Article 11, any member being an individual or the legal personal representative becoming entitled to any shares upon the death of an individual may transfer such shares to a Relation (as hereinafter defined) or to the trustees of any trust the sole beneficiaries of which are one or more Relations and so that in the case of such trust a trustee may transfer such share to such beneficiary under the trust or to another trustee of the same trust provided that the Relation or such trustee or trustees (as the case may be) gives and undertaking to the Company that in the event of his, her or their ceasing to be a Relation or such trustee or trustees he, she or they will before so ceasing give notice of such event to the Company and transfer such share to a Relation or such trustee or trustees For the purposes hereof, a Relation shall mean and include the spouse (which in the context of these Articles shall include a co-habitee of the member) widow or widower and any issue brother, sister, nephew, niece, father or mother of such individual or the spouse widow or widower of such issue
 - (i) “transfer” includes any form of disposal and the creation of any right or interest in favour of any person other than the holder, and (ii) “share” includes any

interest (whether legal or equitable) in any share or the right to the allotment of any share

- (f) The Directors may in their absolute discretion and without giving any reason therefore refuse to register or recognise the transfer of any share, whether or not such share is fully paid up, except the transfer of a share pursuant to the provisions of this Article. The first sentence of Regulation 24 of Table A shall not apply.
- (g) Notwithstanding anything to the contrary in these Articles of Association, the provisions of Article 11 will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer
 - (i) Is to
 - (A) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity being a “Financial Institution”) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a “Security”) that benefits a Financial Institution; and/or
 - (B) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a “Receiver”) pursuant to powers granted to it under the Security, and
 - (ii) Is delivered to the Company for registration in order to perfect or protect any Security in favour of a Financial Institution, or
 - (iii) Is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security