

Company No. 05054501

THURSDAY



LD1 *L8725FA3* 06/06/2019 #44
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS WRITTEN RESOLUTION

Of

FT NORTH AMERICA LIMITED (the "Company")

Circulation Date: 4 June 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as a special resolution (the "**Special Resolution**").

SPECIAL RESOLUTION

- (A) THAT the share capital and related reserves of the Company be reduced by CAD 271,347,740.11 and that such reduction be effected by cancelling and extinguishing 151,612,700 ordinary shares of GBP 1.00 each in the capital of the Company; and
- (B) THAT the capital sum of CAD 271,347,740.11 so cancelled be credited to the profit and loss account of the Company.

AGREEMENT

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

The undersigned, a person entitled to vote on the Special Resolution on 4 June 2019 hereby irrevocably agrees to the Special Resolution.

Asad Ali
Director
Signed for and on behalf of
FT Finance Limited

NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of Asad Ali to the registered office address of the Company.

If you do not agree with the Special Resolution 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 Special Resolution, you may not revoke your agreement.
3. Unless sufficient agreement for the Special Resolution to be passed has been received by 28 days after the circulation date, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.