

Company number 05435760

WRITTEN RESOLUTION

of

FNZ (UK) LTD (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 31 December **2016**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as an ordinary resolution (the "**Resolution**").

ORDINARY RESOLUTION:

THAT, pursuant to section 551 of the Companies Act 2006, the directors be and are hereby unconditionally authorised to allot up to a maximum of 6,500,000 ordinary shares of £1.00 each in the capital of the Company in accordance with the provisions of the articles of association of the Company. This authority expires five years from the date on which this resolution is passed.

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.

[Signature page follows]

THURSDAY



A16 *A7HCC0CJ* #209
25/10/2018
COMPANIES HOUSE

Signed by:

Viviane Sacco

for and on behalf of
KIWI UK HOLDCO 2, LTD.

[Signature page to FNZ (UK) Ltd shareholder resolution]

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 Nick-Raj Birdi, Kirkland & Ellis International LLP, 30 St Mary Axe, London, EC3A 8AF;**
 - **fax a copy of the signed document to +44 207 469 2001 marked “For the attention of Nick-Raj Birdi”; or**
 - **attach a scanned copy of the signed document to an email, enter “Written Resolution” in the subject line and send it to nickraj.birdi@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.