

**Cullum Capital Ventures Limited**  
(Company No. 5587424), (the "Company")

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE COMPANY**  
(**"RESOLUTIONS"**)

Circulation Date: 26 July 2017

It was noted that the Company proposes to:

(a)

[REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

[REDACTED]

TUESDAY



A25 \*A6HQ8ND4\* 24/10/2017 #2  
COMPANIES HOUSE

We, the undersigned, being the sole member of the Company who (at the date of circulation of the Resolutions) would be entitled to vote on the Resolutions, hereby agree as holders of all shares in accordance with the articles of association of the Company:

#### ORDINARY RESOLUTIONS

1.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

#### SPECIAL RESOLUTIONS

4. Articles of Association

*THAT the provisions of the articles of association of the Company be altered by the insertion of the following:*

*Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration of shares, whether or not fully paid, where such transfer:*

- (a) *is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or*

- (b) *is delivered to the Company for registration by any duly authorised representative of a Secured Institution or its nominee in order to perfect its security over the shares, or*
- (c) *is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

*and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Any lien on shares which the Company has or any other restrictions on or conditions applicable to the transfer of shares contained in these Articles or otherwise shall not apply in respect of any shares which have been charged by way of security to a Secured Institution.*

---

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

*[signature page follows]*

Signed:

for and on behalf of

Date:



**Towergate Insurance Limited**

**26 July 2017**

.....

## Notes

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning it to the Company using one of the following methods:
  - By hand or by post: signed copy to be delivered/sent to 99 Bishopsgate, London, EC2M 3XF, United Kingdom FAO Denisa Chytilova; or
  - By e-mail: scanned copy of the signed document to be attached to an email and sent to [Denisa.Chytilova@lw.com](mailto:Denisa.Chytilova@lw.com) with "Cullum Capital Ventures Limited – shareholder written resolutions" in the subject box.

If you do not agree to all of the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.

---

2. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date that is 28 days after the Circulation Date then the Resolutions will lapse.
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.