

COMPANY NO: 05965981



**WRITTEN RESOLUTION OF THE SOLE MEMBER
OF
Permira Debt Managers Holdings Limited
(The Company)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the
"CA 2006"), the following written resolution is proposed by the directors of the
Company to be passed as special resolution

Circulation date: 20/09/2019

We, the undersigned, being the sole member of the Company eligible to vote on the proposals at the time and date of their circulation, confirm **THAT** we have received and read the attached Solvency Statement provided by the directors of the Company in accordance with section 642(2) of the CA 2006 and, on the basis of the said Solvency Statement, we hereby pass the following resolution as a special resolution in accordance with s. 283 of the CA 2006 and agree that the said resolution shall, for all purposes, be as valid and effective as if it had been passed at the general meeting of the Company duly convened and held.

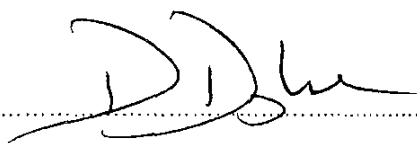
IT IS NOTED THAT the directors of the Company have signed a Solvency Statement confirming that the Company shall be able to meet its liabilities following the proposed capital reduction.

RESOLUTION 1 – to reduce the share premium reserve and to repay the reduced amount as capital

Pursuant to sections 641 to 644 of the Companies Act 2006, as applicable to the Share Premium reserve in accordance with section 610(4) of the Companies Act 2006 (as amended), WE HEREBY UNANIMOUSLY RESOLVE THAT the Company shall reduce its Share Premium reserve from £3,065,000 to £2,807,000. This capital reduction shall be accounted for by debiting £258,000 from the Company's Share Premium account and crediting the same amount to the sole shareholder's account with the Company.

PLEASE READ THE NOTES BELOW BEFORE SIGNIFYING YOUR AGREEMENT TO THE ABOVE RESOLUTION AND NOTE THE DEADLINE FOR DOING SO

I, the undersigned, being a corporate representative of the sole member of the Company entitled to vote on the above resolution at the date of its circulation, hereby irrevocably agree to the proposed Special Resolution:

Signed: 

Date: 20/09/2019

Corporate representative
for and on behalf of
Permira Debt Managers Group Holdings Limited – Sole Member

NOTES:

If you agree to all the proposed resolution, please signify your agreement by signing and dating this document where indicated on page 2. Please return the signed document in hard copy to Philip Wicksteed at Buzzacott LLP, 130 Wood Street, London, EC2V 6DL or in electronic form to wicksteedp@buzzacott.co.uk.

The member's agreement to a written resolution, once signified, may not be revoked. If you do not agree to the proposed resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.

The deadline for receiving member's agreement to the proposed resolution is 28 days beginning with the date of circulation. Please ensure that your agreement reaches us by this date.

The agreement of the member to the written resolutions will be ineffective if signified after the above deadline.