

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SHAREHOLDERS OF BARWOOD VENTURES LIMITED

COMPANY NUMBER 06370701

(the "Company")

16 November 2018 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

1. Amendment to the articles of association

THAT the Company's articles of association be amended by the insertion of a new article as follows:

" Ultimate Parent Company Consent

- (1) Without first obtaining the requisite consent or approval in accordance with the terms of the Relevant Agreement, the Company shall not resolve to do any act, matter or thing which would require a prior approval pursuant to the terms of any Relevant Agreement were such act, matter or thing being decided by the Ultimate Parent."

The following definitions apply in, and are deemed to form part of, the above resolution:

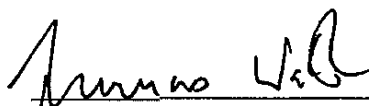
"Relevant Agreement" means any agreement entered into between the shareholders of the Ultimate Parent from time to time.

"Ultimate Parent" Means BP Alteris 2 LLP, a limited liability partnership incorporated in England and Wales with registered number OC419114.

AGREEMENT

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

We, the undersigned, being the sole member of the Company and entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.



Signed on behalf of
Barwood Ventures Holdings Limited

Date: 16 November 2018

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MONDAY



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COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By Hand: delivering the signed copy to Barwood Ventures Limited, Grange Park Court, Roman Way, Northampton, Northamptonshire, NN4 5EA.
 - Post: returning the signed copy by post to Barwood Ventures Limited, Grange Park Court, Roman Way, Northampton, Northamptonshire, NN4 5EA.
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Alteris2@langhamhall.com. Please enter "Barwood Ventures Limited Written Shareholders' resolution dated 16/11/ 2018" in the e-mail subject box.

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.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.