

Company Number 06598995
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
Capgen Services Ltd (the "Company")



Circulation Date: 30th June 2020 ("Circulation Date")

Pursuant to section 291 the Companies Act 2006, the directors of the Company (the "Directors") propose that the following resolutions be passed as special resolutions (the "Special Resolutions").

The Leaders Romans Bidco Limited, the undersigned, being the majority member (the "Shareholder") of the Company who (at the circulation date of this resolution) has the right to vote on the resolution, hereby irrevocably agrees pursuant to section 288 of the Companies Act 2006 to the passing of the following Special Resolutions by way of special resolution.

SPECIAL RESOLUTIONS

- 1 **THAT** the articles of association of the Company be amended with immediate effect by the insertion of the following new Articles:

"26 Notwithstanding anything contained in these Articles or otherwise:

(i) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and

(ii) the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

(A) in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a "Financial Institution") to which or whom such shares are being transferred by way of security or in favour of a purchaser of such shares (a "Purchaser") pursuant to the enforcement of such security (whether such Financial Institution or Purchaser is acting as agent, trustee or otherwise);

(B) duly executed by a Financial Institution or Purchaser to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares;

(C) delivered to the company for registration by a Financial Institution in order to perfect its security over such shares or by a Purchaser of shares which are to be transferred as aforesaid; and/or

(D) duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares.

- 27 Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article.

28 A certificate executed by, in the case of 26.(A), 26.(C) and 27. above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such a fact.

29 A certificate executed by, in the case of 26.(B) above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, and in the case of 26.(D) above the receiver appointed as above, certifying that such transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.


2 **THAT** the existing articles of association of the Company shall be renumbered accordingly.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

THE UNDERSIGNED, the majority shareholder of the Company entitled to vote on the Special Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREES to the Special Resolutions.

Signed by



For and on behalf of

The Leaders Romans Bidco Limited

Date

2/7/2020

2020

NOTES

1. If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by attaching a scanned copy of the signed document to an email and sending it to tom.durkin@shlegal.com and then posting the original to Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH for the attention of Tom Durkin **by the date falling 28 days after the Circulation Date**. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement.
2. If you do not agree to the Special Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply and the Special Resolutions will lapse.