

Company No. 07865038

**Wellington B Limited**  
**(the "Company")**

WEDNESDAY



**Written resolution of the Company pursuant to Section 281 and Chapter 2 of Part 13  
Companies Act 2006**

**Circulation Date**      8 June      2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that Resolution 1 below be passed as an ordinary resolution (the "**Ordinary Resolution**") and Resolutions 2 to 13 (inclusive) be passed as special resolutions (the "**Special Resolutions**") (the Ordinary Resolution and the Special Resolutions together being the "**Resolutions**").

**ORDINARY RESOLUTION**

1. THAT pursuant to article 42.1 of the Company's Articles of Association, the Company is authorised to issue up to £30,000,000 in nominal value of a new class of A Ordinary shares;

Pursuant to Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose that the Resolution below is passed as special resolutions (the "**Special Resolutions**").

**SPECIAL RESOLUTIONS**


2. THAT the Company be authorised to enter into a Loan Note Purchase Agreement (in the form attached to this written resolution);
3. THAT the Company be authorised to enter into a shareholders' agreement (in the form attached to this written resolution) to be dated on around the date of this Resolution;
4. THAT each of B Ordinary shares held by Hunter Newco S.à.r.l. be converted to the new A Ordinary shares;
5. THAT every ten of the Junior Preference shares held by Julian Taylor, Herriot Limited, Searchlight/SIP Holdco SPV I (WEL) L.P., Searchlight Capital AIV I, L.P., Searchlight Capital L.P., Searchlight Capital PV, L.P., and Searchlight WEL, L.P. be converted to one B Ordinary shares;
6. THAT each of the C Ordinary shares held by Searchlight WEL, L.P., Julian Taylor, Lord Marland of Odstock and Herriot Limited be converted to B Ordinary shares;
7. THAT every ten of the Senior Preference shares held by Searchlight Capital L.P., Searchlight Capital PV, L.P., Searchlight Capital AIV I, L.P., Searchlight/SIP Holdco SPV I (WEL) L.P. and Searchlight WEL, L.P. be converted to one B Ordinary shares;
8. THAT every ten of the Senior Preference shares held by Searchlight Wellington Co-Investment Partners (HC), L.P. be converted to one A Ordinary shares;
9. THAT every Deferred Shares held by Searchlight Capital L.P. be converted to B Ordinary Shares;
10. THAT subject to resolutions 4 to 9 (inclusive) being approved, every 100,000 A Ordinary shares be consolidated to 1 A Ordinary share with a nominal value of £1 per share;
11. THAT subject to resolutions 4 to 9 (inclusive) being approved, every 100,000 B Ordinary shares be consolidated to 1 B Ordinary share with a nominal value of £1 per share;

12. THAT subject to resolutions 4 to 9 (inclusive) being approved, every 100,000 C Ordinary shares be consolidated to 1 C Ordinary share with a nominal value of £1 per share; and
13. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

## AGREEMENT

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

The undersigned, being a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution:

Signed  .....

for and on behalf of **Hunter Newco S.à.r.l.**  
a company incorporated in Luxembourg,  
acting by **BRUNO FISCHER**  
who, in accordance with the laws of that territory, is  
acting under the authority of the Company  
Date **8 June 2020** .....

Signed .....  
for and on behalf of **Pentland Group Limited**  
Date .....

Signed .....  
by **Julian Taylor**  
Date .....

Signed .....  
for and on behalf of **Herriot Limited**  
Date .....

Signed .....  
.....  
as authorised signatory for and on behalf of  
**Searchlight/SIP Holdco SPV I (WEL) L.P.**  
Date .....

Signed .....  
.....  
as authorised signatory for and on behalf of  
**Searchlight Capital AIV I, L.P.** as general partner  
Date .....

Signed .....  
.....  
as authorised signatory for and on behalf of  
**Searchlight Capital L.P.**  
Date .....

Signed .....  
.....  
as authorised signatory for and on behalf of  
**Searchlight Capital PV, L.P.**  
Date .....

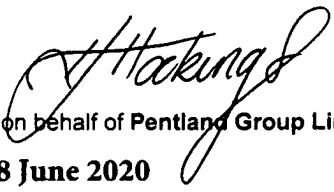
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Date **8 June 2020**

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by **Julian Taylor**  
Date

Signed  
for and on behalf of **Herriot Limited**  
Date

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as authorised signatory for and on behalf of  
**Searchlight/SIP Holdco SPV I (WEL) L.P.**  
Date

Signed  
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as authorised signatory for and on behalf of  
**Searchlight Capital AIV I, L.P.** as general partner  
Date

Signed  
as authorised signatory for and on behalf of  
**Searchlight Capital L.P.**  
Date

Signed  
as authorised signatory for and on behalf of  
**Searchlight Capital PV, L.P.**  
Date

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for and on behalf of **Hunter Newco S.à.r.l.**

Date .....

Signed .....

by **Julian Taylor**

Date ..... 8 June 2020

Signed .....

for and on behalf of **Pentland Group Limited**

Date .....

Signed .....

for and on behalf of **Herriot Limited**

Date .....

Signed .....

as authorised signatory for and on behalf of  
**Searchlight/SIP Holdco SPV I (WEL) L.P.**

Date .....

Signed .....

as authorised signatory for and on behalf of  
**Searchlight Capital AIV I, L.P. as general partner**

Date .....

Signed .....

as authorised signatory for and on behalf of  
**Searchlight Capital L.P.**

Date .....

Signed .....

as authorised signatory for and on behalf of  
**Searchlight Capital PV, L.P.**

Date .....



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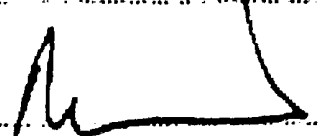
Signed .....  
for and on behalf of Mundax Newco S.A.r.l.  
Date .....

Signed .....  
by Julian Taylor  
Date .....

Signed .....  
as authorised signatory for and on behalf of  
Searchlight SIP Holdco SPV I (WEL) LP.  
Date .....

Signed .....  
as authorised signatory for and on behalf of  
Searchlight Capital LP.  
Date .....

Signed .....  
for and on behalf of Portland Group Limited  
Date .....

Signed  .....  
for and on behalf of Herriot Limited  
Date 8 June 2020 .....

Signed .....  
as authorised signatory for and on behalf of  
Searchlight Capital AIV I, L.P. as general partner  
Date .....

Signed .....  
as authorised signatory for and on behalf of  
Searchlight Capital PV, L.P.  
Date .....

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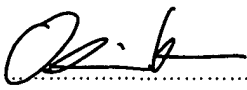
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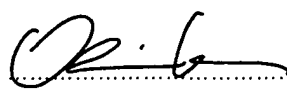
Signed .....  
for and on behalf of **Hunter Newco S.à.r.l.**  
Date .....

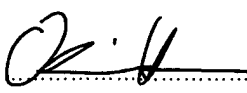
Signed .....  
for and on behalf of **Pentland Group Limited**  
Date .....

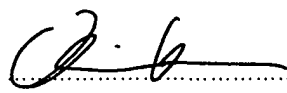
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for and on behalf of **Herriot Limited**  
Date .....

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as authorised signatory for and on behalf of  
**Searchlight Capital L.P.**  
Date **8 June 2020** .....

Signed  .....  
as authorised signatory for and on behalf of  
**Searchlight Capital PV, L.P.**  
Date **8 June 2020** .....



Signed .....

.....  
as authorised signatory for and on behalf of  
**Searchlight WEL, L.P.**

Date **8 June 2020** .....

Signed .....

**by Lord Marland of Odstock**

Date .....

Signed .....  
at authorized agency for and on behalf of  
Bentley Systems, Inc.  
Date .....

Signed .....  
by Local Hardware of Oakbrook  
Date ..... 8 June 2020 .....